LIVEWIRE ERGOGENICS INC.
Form 10-K
April 14, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K
(Mark One)

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013.

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 333-149158

LIVEWIRE ERGOGENICS INC.

(Exact name of small business issuer as specified in its charter)

Nevada	26-1212244
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

24845 Corbit Place
Yorba Linda, CA 92887

(Current Address of Principal Executive Offices)
714-940-0155

(Issuer Telephone Number)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, Par Value $0.0001

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes o No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Rule 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.:

Large Accelerated Filer o	Accelerated Filer o	Smaller Reporting Company x	Non-Accelerated Filer o

(Do not check of a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes __ No X

The issuer's revenues for its most recent fiscal year ended December 31, 2013, were $146,169

As of June 30, 2013, the aggregate market value of shares of the issuer's common stock held by non-affiliates was approximately $1,373,000 based upon the closing bid price of $0.03 per share. Shares of the issuer's common stock held by each executive officer and director have been excluded in that such persons may be deemed to be affiliates of the issuer. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

At April 8, 2014, there were 131,120,297 shares of $0.0001 par value common stock issued and outstanding.

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Item 1 – BUSINESS

History

The Company was formed in Nevada on October 9, 2007 under the name Semper Flowers, Inc. On May 15, 2009, the Company changed its name to SF Blu Vu, Inc. On September 20, 2011, the Company changed its name to LIVEWIRE ERGOGENICS INC.

Under the Purchase Agreement dated June 30, 2011 (the "Purchase Agreement") with LIVEWIRE MC2, LLC, a California limited liability company, ("LiveWire MC2") and the selling members of LiveWire MC2 ("Selling Members"), the Company issued 36,000,000 (30,000,000 shares pre stock split of 1 additional share for every five shares held) shares of common stock to the Selling Members in exchange for 100% of LiveWire MC2. As such, LiveWire MC2 became a wholly owned subsidiary of the Company.

The Purchase Agreement has been accounted for as a reverse acquisition under the purchase method for business combinations, and accordingly the transaction has been treated as a recapitalization of LiveWire MC2, with LiveWire MC2 as the accounting acquirer and the Company as the accounting acquiree. For legal purposes LiveWire MC2 is the legal acquiree and the Company is the legal acquirer and surviving corporation. The shares issued are treated as being issued for cash and are shown as outstanding for the period presented in the same manner as for a stock split. The Company was a shell prior to the merger, having no significant assets or liabilities, and seeking a viable business to acquire.

Item 1A - RISK FACTORS

Management of the Company intends for the Company and its wholly owned subsidiary LIVEWIRE MC2, LLC, a California limited liability company, ("LiveWire MC2") to become a profitable entity with its focus on providing Chewable Energy Supplements and other functional foods as determined by needs. The risks and uncertainties described below may affect the business, financial condition or operating results:

THE COMPANY IS SUBJECT TO THE RISKS INHERENT IN THE CREATION OF A NEW BUSINESS.

The Company is subject to substantially all the risks inherent in the creation of a new business. As a result of its small size and capitalization and limited operating history, the Company is particularly susceptible to adverse effects of changing economic conditions and consumer tastes, competition, and other contingencies or events beyond the control of the Company. It may be more difficult for the Company to prepare for and respond to these types of risks and the risks described elsewhere than for a company with an established business and operating cash flow.

OUR REVENUE GROWTH RATE DEPENDS PRIMARILY ON OUR ABILITY TO EXECUTE OUR BUSINESS PLAN.

We may not be able to adequately generate and adhere to the goals, objectives, strategies and tasks as defined in our business plan.

ANY FAILURE TO MAINTAIN ADEQUATE GENERAL LIABILITY, COMMERCIAL, AND SERVICE LIABILITY INSURANCE COULD SUBJECT US TO SIGNIFICANT LOSSES OF INCOME.

Any general, commercial and/or service liability claims will have a material adverse effect on our financial condition.

COMPETITORS WITH MORE RESOURCES MAY FORCE US OUT OF BUSINESS.

We will compete with many well-established companies such as FRS Healthy Energy, ToGo Brands, Clif Bar, GU Energy Labs, and EN-R-G Foods Inc. Indirect competitors include Red Bull, Monster, and 5-Hour Energy. Aggressive pricing by our competitors or the entrance of new competitors into our markets could reduce our revenue and profit margins.

LIMITED OPERATING HISTORY, INITIAL OPERATING LOSSES.

The Company is presently a development stage Company with limited operating history and only nominal capital. Additionally, though the Management Team has varied and extensive business backgrounds and technical expertise, they have little substantive prior working running energy chew operations. Because of the limited operating history, it is very difficult to evaluate the business and the future prospects. The Company will encounter risks and difficulties. If objectives are not achieved, the Company may not realize sufficient revenues or net income to succeed.

THE COMPANY MAY USE MORE CASH THAN GENERATED.

The company anticipates using standard financing models and credit facilities. The Company may experience negative operating cash flows for the foreseeable future. The Company may need to raise additional capital in the future to meet the operating and investing cash requirements. The Company may not be able to find additional financing, if required, on favorable terms or at all. If additional funds are raised through the issuance of equity, equity-related or debt securities, these securities may have rights, preferences or privileges senior to those of the rights of the common stock holders who may experience additional dilution to their equity ownership.

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NO ASSURANCE OF PROFITABILITY.

The Company has generated revenues from operations. There can be no assurance that the Company will be profitable.

DEPENDENCE ON MANAGEMENT.

The Company will rapidly and significantly expand its operations and anticipates that significant expansion of its operations, including administrative facilities, will continue to be required in order to address potential market opportunities. The rapid growth will place, and is expected to continue to place, a significant strain on the Company's management, operational, and financial resources. The Company's success is principally dependent on its current management personnel for the operation of its business.

THE COMPANY MUST HIRE EXPERIENCED PERSONNEL, ACQUIRE EQUIPMENT AND EXPAND FACILITIES IN ANTICIPATION OF INCREASED BUSINESS.

The Company may not be able to hire or retain qualified staff. If qualified and skilled staff are not attracted and retained, growth of the business may be limited. The ability to provide high quality service will depend on attracting and retaining educated staff, as well as professional experiences that is relevant to our market, including for marketing, technology and general experience in (manufacturing energy supplements). There will be competition for personnel with these skill sets. Some technical job categories may experience severe shortages in the United States.

FAILURE TO MANAGE THE GROWTH COULD REDUCE REVENUES OR NET INCOME.

Rapid expansion strains infrastructure, management, internal controls and financial systems. The Company may not be able to effectively manage the growth or expansion. To support growth, the Company plans to hire new employees. This growth may also strain the Company's ability to integrate and properly train these new employees. Inadequate integration and training of employees may result in underutilization of the workforce and may reduce revenues or net income.

THE COMPANY MAY ACQUIRE OTHER BUSINESSES OR PRODCUTS SUITABLE FOR THE COMPANY'S PLANNED EXPANSION; IF THIS HAPPENS, THE COMPANY MAY BE UNABLE TO INTEGRATE THEM INTO THE EXISTING BUSINESS, AND/OR MAY IMPAIR OUR FINANCIAL PERFORMANCE.

If appropriate opportunities present themselves, the Company may acquire businesses, technologies, services or products that are believed to be strategically viable. There are currently no understandings, commitments or agreements with respect to any acquisition, aside from acquiring the necessary equipment to begin operations.

FUTURE GOVERNMENT REGULATION MAY ADD TO OPERATING COSTS.

The Company operates in an environment of uncertainty as to potential government regulation via (energy supplement manufacturing). We believe that we are not subject to direct regulation, other than regulations applicable to businesses generally. Laws and regulations may be introduced and court decisions may affect our business. Any future regulation may have a negative impact on the business by restricting the method of operation or imposing additional costs.

OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S REPORT CONTAINS AN EXPLANATORY PARAGHRAPH WHICH HAS EXPRESSED SUBSTANTIAL DOUBT ABOUT OUR ABILITY TO CONTINUE AS A GOING CONCERN, WHICH MAY HINDER OUR ABILITY TO OBTAIN FUTURE

FINANCING

In their report dated April 14, 2014, our independent registered public accounting firm stated that our consolidated financial statements for the year ended December 31, 2013 were prepared assuming that we would continue as a going concern, and that they have substantial doubt about our ability to continue as a going concern. Our auditors' doubts are based on our recurring net losses, deficits in cash flows from operations and stockholders’ deficiency. We continue to experience net operating losses. Our ability to continue as a going concern is subject to our ability to generate a profit and/or obtain necessary funding from outside sources, including by the sale of our securities, or obtaining loans from financial institutions, where possible. Our continued net operating losses and our auditors' doubts increase the difficulty of our meeting such goals and our efforts to continue as a going concern may not prove successful.

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NOTE: In addition to the above risks, businesses are often subject to risks not foreseen or fully appreciated by management.

Item 1B – UNRESOLVED STAFF COMMENTS

Smaller reporting companies are not required to provide the information required by this item.

Item 2 – PROPERTIES

The Company leases space at the two following locations:

LiveWire Energy
1260 N. Hancock Street, Suite 105
Anaheim, CA 92807

Chief Operating Officer, Brad Nichols, works full time at this location. This location is 2,400 square feet of office space and is the Company's headquarters for business operations, accounting and design. This space is shared with LiveWire Corp Communications, Inc. who operates a full time creative production shift during the overnight hours. This is our primary means for developing package, point of purchase displays ("POP"), and sales material designs. This facility does not have the necessary warehouse capabilities to store inventory or provide order fulfillment.

LiveWire Energy
24845 Corbit Place
Yorba Linda, CA 92887

Chief Executive Officer, Bill Hodson, works full-time at this location. This 60,000 square foot space serves as our manufacturing base, order processing and fulfillment facility. It has extensive office space and large warehouse areas. This location also acts as the base of operations for event and promotion efforts. The Company's LiveWire vehicle is stored at this location and the space is shared with another organization. Part-time employees are used from time-to-time to satisfy order processing requirements and promotion events.

Both facilities allow us to expand operations and add personnel as necessary in the future. Further, on an as needed basis, additional sales and business development efforts are performed by independent consultants located throughout the country.

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Item 3 – Legal Proceedings

The Company a party to any material pending legal proceedings and, to the best of our knowledge, no such action by or against the Company has been threatened.

Item 4 – Mine Safety Disclosures

Not applicable

PART II

Item 5 – Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock has the trading symbol LVVV.

*On September 20, 2011, the Company changed its name and on October 7, 2011, the Company's common stock began trading under the symbol "LVVV".

	High	Low
FISCAL YEAR ENDED December 31, 2013		
Fourth Quarter	$0.05	$0.02
Third Quarter	$0.04	$0.01
Second Quarter	$0.07	$0.02
First Quarter	$0.20	$0.06

FISCAL YEAR ENDED December 31, 2012

Fourth Quarter	$0.9167	$0.5417
Third Quarter	$0.5417	$0.1167
Second Quarter	$0.1667	$0.0083
First Quarter	$0.0833	$0.0083

Holders

We had more than 300 stockholders of record of our common stock as of March 31, 2014, including shares held in street name.

Dividends

We have not paid any cash dividends to stockholders. The declaration of any future cash dividend will be at the discretion of our Board of Directors and will depend upon our earnings, if any, our capital requirements and financial position, general economic conditions and other pertinent factors. It is our present intention not to pay any cash dividends in the foreseeable future, but rather to reinvest earnings, if any, into our business.

Securities Authorized For Issuance under Equity Compensation Plans

We do not have any compensation plan under which equity securities are authorized for issuance.

Item 6 – Selected Financial Data

The Company is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and is not required to provide the information required under this item.

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Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operation

The following discussion and analysis should be read in conjunction with our financial statements. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future.

We are engaged in the sale and marketing of energy chew products. Our product delivers a blend of ingredients that provides an energy boost similar to an energy drink, such as Red Bull or 5-Hour Energy, but is about the size of a Starburst candy. The product is not a gum; it dissolves quickly and is an alternative to drinks or shots.

The accounting rules we are required to follow permit us to recognize revenue only when certain criteria are met.

CRITICAL ACCOUNTING POLICIES

The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect our reported assets, liabilities, revenues, and expenses and the disclosure of contingent assets and liabilities. We base our estimates and judgments on historical experience and on various others assumptions we believe to be reasonable under the circumstances. Future events, however, may differ markedly from our current expectations and assumptions. While there are a number of significant accounting policies affecting our consolidated financial statements; we believe the following critical accounting policies involve the most complex, difficult and subjective estimates and judgments:

Accounts Receivable – We evaluate the collectability of our trade accounts receivable based on a number of factors. In circumstances where we become aware of a specific customer's inability to meet its financial obligations to us, a specific reserve for bad debts is estimated and recorded, which reduces the recognized receivable to the estimated amount we believe will ultimately be collected. In addition to specific customer identification of potential bad debts, bad debt charges are recorded based on our recent loss history and an overall assessment of past due trade accounts receivable outstanding.

Inventories – Inventories are stated at the lower of cost to purchase and/or manufacture the inventory or the current estimated market value of the inventory. We regularly review our inventory quantities on hand and record a provision for excess and obsolete inventory based primarily on our estimated forecast of product demand, production availability and/or our ability to sell the product(s) concerned. Demand for our products can fluctuate significantly. Factors that could affect demand for our products include unanticipated changes in consumer preferences, general market and economic conditions or other factors that may result in cancellations of advance orders or reductions in the rate of reorders placed by customers and/or continued weakening of economic conditions. Additionally, management's estimates of future product demand may be inaccurate, which could result in an understated or overstated provision required for excess and obsolete inventory.

Long-Lived Assets – Management regularly reviews property and equipment and other long-lived assets, including certain definite-lived identifiable intangible assets, for possible impairment. This review occurs annually or more frequently if events or changes in circumstances indicate the carrying amount of the asset may not be recoverable. If there is indication of impairment of property and equipment or amortizable intangible assets, then management prepares an estimate of future cash flows (undiscounted and without interest charges) expected to result from the use of the asset and its eventual disposition. If these cash flows are less than the carrying amount of the asset, an impairment loss is recognized to write down the asset to its estimated fair value. The fair value is estimated at the present value of the future cash flows discounted at a rate commensurate with management's estimates of the business risks.

Revenue Recognition – We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collectability is reasonably assured. Generally, ownership of and title to our products pass to customers upon delivery of the products to customers. Certain of our distributors may also perform a separate function as a co-packer on our behalf. In such cases, ownership of and title to our products that are co-packed on our behalf by those co-packers who are also distributors, passes to such distributors when we are notified by them that they have taken transfer or possession of the relevant portion of our finished goods. Net sales have been determined after deduction of promotional and other allowances in accordance with ASC 605-50. Amounts received pursuant to new and/or amended distribution agreements entered into with certain distributors, relating to the costs associated with terminating our prior distributors, are accounted for as revenue ratably over the anticipated life of the respective distribution agreement, generally 20 years.

Management believes that adequate provision has been made for cash discounts, returns and spoilage based on our historical experience.

Cost of Sales – Cost of sales consists of the costs of raw materials utilized in the manufacture of products, co-packing fees, repacking fees, in-bound freight charges, as well as certain internal transfer costs, warehouse expenses incurred prior to the manufacture of our finished products and certain quality control costs. Raw materials account for the largest portion of the cost of sales.

Operating Expenses – Operating expenses include selling expenses such as distribution expenses to transport products to customers and warehousing expenses after manufacture, as well as expenses for advertising, commissions, sampling and in-store demonstration costs, costs for merchandise displays, point-of-sale materials and premium items, sponsorship expenses, other marketing expenses and design expenses. Operating expenses also include payroll costs, travel costs, professional service fees including legal fees, entertainment, insurance, postage, depreciation and other general and administrative costs.

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Income Taxes – We utilize the liability method of accounting for income taxes as set forth in ASC 740. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets will not be realized. In determining the need for valuation allowances we consider projected future taxable income and the availability of tax planning strategies. If in the future we determine that we would not be able to realize our recorded deferred tax assets, an increase in the valuation allowance would be recorded, decreasing earnings in the period in which such determination is made.

We assess our income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where there is a greater than 50% likelihood that a tax benefit will be sustained, we have recorded the largest amount of tax benefit that may potentially be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is less than 50% likelihood that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements.

Derivative Liabilities

The Company assessed the classification of its derivative financial instruments as of December 31, 2012, which consist of convertible instruments and rights to shares of the Company's common stock, and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

Fair Value of Financial Instruments

Effective January 1, 2008, the Company adopted FASB ASC 820-Fair Value Measurements and Disclosures, or ASC 820, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results, but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

Level 1:	Observable inputs such as quoted market prices in active markets for identical assets or liabilities

Level 2:	Observable market-based inputs or unobservable inputs that are corroborated by market data
Level 3:	Unobservable inputs for which there is little no market data, which require the use of the reporting entity's own assumptions.

The Company did not have any Level 2 or Level 3 assets or liabilities as of December 31, 2013, with the exception of its convertible notes payable. The carrying amounts of these liabilities at December 31, 2013 approximate their respective fair value based on the Company's incremental borrowing rate.

Cash is considered to be highly liquid and easily tradable as of December 31, 2013 and therefore classified as Level 1 within our fair value hierarchy.

In addition, FASB ASC 825-10-25 Fair Value Option, or ASC 825-10-25, was effective for January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

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Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for "Accounting for Derivative Instruments and Hedging Activities".

Professional standards generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as "The Meaning of "Conventional Convertible Debt Instrument".

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments." Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event is not within the entity's control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

Results of Operations

Company Overview for the year ended December 31, 2013

During the year ended December 31, 2013, we incurred net losses of $1,265,936.

Comparison of the results of operations for the year ended December 31, 2013 and 2012

Sales During the years ended December 31, 2013 and 2012, sales of our products amounted to $146,169 and $148,034, respectively. While our sales were almost the same year over year, we changed our customer base reducing the amount of free product we give to initial orders.

Cost of goods sold. For the fiscal year ended December 31, 2013, cost of goods sold was $93,592 compared to $137,017 for the fiscal year ended December 31, 2012. The decrease in our cost of goods sold in the 2013 period, resulted from our change in sales policy reducing the amount of free product we give to initial orders and purchasing efficiencies from larger raw material orders.

Gross profit. For the fiscal year ended December 31, 2013, our gross profit was $52,577 (36% of revenue) compared to $11,017 (7% of revenue) for the fiscal year ended December 31, 2012. The increase in gross profit from 2012 to 2013 was a result of changing the incentives we offer to new accounts.

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Costs and Expenses

General and Administrative. During the year ended December 31, 2013 and 2012, general and administrative expenses amounted to $869,131 and $1,605,766, respectively. The decrease in general and administrative expenses in 2013 resulted from lower salaries, legal expenses, accounting, contract labor, stock based compensation and office expenses.

Selling Costs. During the year ended December 31, 2013 and 2012, selling costs amounted to $64,678 and $69,930, respectively. The decrease in selling costs in 2013 resulted from slightly lower advertising expenses.

Depreciation. During the year ended December 31, 2013 and 2012, depreciation expense amounted to $7,079 and $6,202, respectively. There were no capital expenditures or disposals in 2013. Depreciation expense increased slightly as a result of addition made in later part of 2012.

Financing expenses were $59,196 in 2013 compared to $21,022 during 2012. The primary increase is due to incurred increase in borrowings.

Amortization of debt discount was $397,719 in 2013 compared to $6,636 during 2012. The primary increase is due to incurred increase in borrowings and repayment of convertible notes during 2013.

(Gain) Loss on change in fair value of derivative liability. As described in our accompanying consolidated financial statements, we issued convertible notes with certain conversion features that have certain reset provisions. All of which, we are required to bifurcate from the host financial instrument and mark to market each reporting period. We recorded the initial fair value of the reset provision as a liability with an offset to equity or debt discount and subsequently mark to market the reset provision liability at each reporting cycle.

For the year ended December 31, 2013, we recorded a net gain of $65,544 in change in fair value of the derivative liability including initial non-cash interest as compared to a net loss of $10,977 for the same period the previous year.

Going Concern

We have an accumulated deficit of $3,950,931 and our current liabilities exceeded our current assets by $772,935 as of December 31, 2013. We may require additional funding to sustain our operations and satisfy our contractual obligations for our planned operations. Our ability to establish the Company as a going concern is may be dependent upon our ability to obtain additional funding in order to finance our planned operations.

Liquidity and Capital Resources

During the year ended December 31, 2013, our cash flows from operations were not sufficient for us to meet our operating commitments. Our cash flows from operations continue to be, and are expected to continue to be, insufficient to meet our operating commitments.

Working Capital. As of December 31, 2013, we had a working capital deficit of $772,935 and cash of $8,342, while at December 31, 2012 we had a working capital deficit of $905,564 and cash of $2,110. The decrease in our working capital deficit is primarily attributable to our accounts payable, notes payable, derivative liability and advances from stockholders. We do not expect our working capital deficit to decrease in the near future.

Cash Flow. Net cash used in or provided by operating, investing and financing activities for the years ended December 31, 2013 and 2012 were as follows:

	Year Ended December 31, 2013	Year Ended December 31, 2012
Net cash used in operating activities	$ (500,167)	$ (551,299)
Net cash used in investing activities	$ -	$ (8,200)
Net cash provided by financing activities	$ 506,399	$ 530,155

Net Cash Used in Operating Activities. The changes in net cash used in operating activities are attributable to our net loss adjusted for non-cash charges as presented in the consolidated statements of cash flows and changes in working capital as discussed above.

Net Cash Used in Investing Activities. Net cash used in investing activities for the year ended December 31, 2012 was related to purchases and sales of equipment. There were no capital expenditures for the year ended December 31, 2013.

Net Cash Provided by Financing Activities. Net cash provided by financing activities relates primarily to cash received from sales of our common stock and issuance of our notes payable as well as capital contributions and advances from shareholders'.

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Off-Balance Sheet Arrangements

We do not have off-balance sheet arrangements.

Inflation

The effect of inflation on the Company's revenue and operating results was not significant.

Contractual Obligations

None.

Recently Issued Accounting Pronouncements

The Company has evaluated recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA and the SEC and we have not identified any that would have a material impact on the Company's financial position, or statements.

Item 7A – Quantitative and Qualitative Disclosures About Market Risk

The Company is a smaller reporting company as defined by Rule 12b-2 under the Exchange Act and is not required to provide the information required under this item.

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Item 8 – Financial Statements and Supplementary Data

See pages F-1 through F-24 following:

LIVEWIRE ERGOGENICS, INC.
DECEMBER 31, 2013

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
LiveWire Ergogenics, Inc.

We have audited the accompanying consolidated balance sheet of LiveWire Ergogenics, Inc. (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of operations, stockholders' deficit and cash flows for each of the two years in the period ended December 31, 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of LiveWire Ergogenics, Inc. at December 31, 2013 and 2012, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the consolidated financial statements, the Company has sustained net losses and stockholder's deficit. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regards to these matters are also described in Note 3. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ RBSM LLP

April 14, 2014

New York, New York

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LiveWire Ergogenics, Inc.
Consolidated Balance Sheets

	December 31, 2013	December 31, 2012
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$8,342	$2,110
Accounts receivable, net	-	4,475
Inventory, net	46,234	46,897
Prepaid and other current assets	930	930
Total current assets	55,506	54,412
Property and equipment, net	7,456	14,535
Total assets	$62,962	$68,947
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$104,145	$128,909
Accounts payable - related party	236,341	543,553
Notes payable	165,096	162,380
Convertible debentures, net	322,859	6,636
Derivative liability	-	70,977
Advances from stockholders'	-	47,521
Total liabilities	828,441	959,976
STOCKHOLDERS' DEFICIT		
Preferred stock, $0.0001 par value, 10,000,000 shares authorized		
Series B convertible preferred stock, $0.0001 par value, 150,000 shares designated ,134,724 and 0 shares issued and outstanding at December 31, 2013 and 2012, respectively, liquidation preference is $1 per share	13	-
Common stock, $0.0001 par value, 100,000,000 shares authorized, 86,807,868 and 68,460,139 shares issued and outstanding at December 31, 2013 and 2012, respectively	8,681	6,846
Subscription receivable	(45,000)	(45,000)
Common stock to be issued	-	5
Additional paid-in-capital	3,221,758	1,832,115
Accumulated deficit	(3,950,931)	(2,684,995)
Total stockholders' deficit	(765,479)	(891,029)

Total liabilities and stockholders' deficit	$62,962	$68,947

The accompanying notes to the consolidated financial statements are an integral part of these statements.

LiveWire Ergogenics, Inc.
Consolidated Statements of Operations

	For the years ended December 31, 2013	2012
Income:		
Sales	$146,169	$148,034
Cost of goods sold	93,592	137,017
Gross Profit	52,577	11,017
Operating Expenses:		
Selling costs	64,678	69,930
General and administrative costs	869,131	1,605,766
Depreciation	7,079	6,202
Total Operating Expenses	940,888	1,681,898
Loss from operations	(888,311)	(1,670,881)
Other Expenses (Income):		
(Gain) loss on change in fair value of derivative liability	(65,544)	10,977
Gain on settlement of debt	(13,746)	(1,771)
Gain on sale of property and equipment	-	(4,942)
Amortization of debt discount	397,719	6,636
Interest expense	59,196	21,022
Total other expenses	377,625	31,922
Net Loss Before Provision for Income Taxes	$(1,265,936)	$(1,702,803)
Income Tax	-	-
Net Loss	$(1,265,936)	$(1,702,803)
Basic and diluted loss per share	$(0.02)	$(0.03)
Weighted average shares outstanding - basic and diluted	75,068,775	65,124,196

The accompanying notes to the consolidated financial statements are an integral part of these statements.

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LiveWire Ergogenics, Inc.
Consolidated Statement of Changes in Stockholders' Deficit

	Preferred Stock A		Preferred Stock B		Common Stock		Common Stock to be Issued		Stock Subscription	Additional Paid-in	Accumu
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Receivable	Capital	Defic
Balance, December 31, 2011	1,000,000	$100	-	$-	60,975,119	$6,097	-	$-	$-	$193,150	$(982,1
Subscription receivable					216,000	22			(45,000)	53,978	
Shares issued for payment of notes payable					162,000	16				25,213	
Shares issued for cash					1,307,620	131				326,445	
Shares issued for accounts payable					39,750	4				7,621	
Shares issued for accounts payable - related parties					1,581,364	158				395,183	
Shares issued for accrued salaries					1,256,688	126				209,322	
Shares issued for bonus					2,921,598	292				608,508	
Common stock to be issued					-		50,400	5		12,595	
Preferred Series A shares issued July 19, 2011 - Cancelled	(1,000,000)	(100)	-	-	-	-				100	
Net loss											(1,702
Balance, December 31, 2012	-	-	-	-	68,460,139	6,846	50,400	5	(45,000)	1,832,115	(2,684
					4,800,000	480				183,840	

Shares issued for services											
Shares issued for payment of notes payable					1,672,330	167				34,813	
Shares issued for payment of convertible notes payable					11,591,523	1,160				140,340	
Shares issued for interest from convertible notes payable					233,476	23				3,797	
Shares issued for common stock to be issued					50,400	5	(50,400)	(5)			
Preferred shares issued for conversion of notes payables and accrued expenses			134,724	13						134,711	
Capital contribution										460,667	
Extingushment of derivative liability										216,911	
Beneficial conversion feature in connection with convertible notes										214,564	
Net loss											(1,265
Balance, December 31, 2013	-	$-	134,724	$13	86,807,868	$8,681	-	$-	$(45,000)	$3,221,758	$(3,950

The accompanying notes to the consolidated financial statements are an integral part of these statements.

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LiveWire Ergogenics, Inc.
Consolidated Statements of Cash Flows

	For the years ended December 31, 2013	2012
Cash Flows From Operating Activities:		
Net loss	$(1,265,936)	$(1,702,803)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	7,079	6,202
Gain on settlement of debt	(13,746)	(1,771)
Change in fair value of derivative liability	(65,544)	10,977
Amortization of debt discount	397,719	6,636
Common stock issued for services	184,320	608,800
Common stock issued for interest expense	3,820	-
Bad debt expense	1,780	37,484
Gain on sale of property and equipment	-	(4,942)
Change in operating assets and liabilities:		
Accounts receivable	2,695	(31,771)
Inventory	662	(1,919)
Prepaid and other assets	-	11,250
Accounts payable and accrued expenses	(4,016)	308,846
Accounts payable - related parties	251,000	201,712
Net cash used in operating activities	(500,167)	(551,299)
Cash Flows From Investing Activities		
Purchase of equipment	-	(16,700)
Sale of equipment	-	8,500
Net cash used in investing activities	-	(8,200)
Cash Flows From Financing Activities		
Proceeds from notes payable	180,000	89,580
Proceeds from convertible notes payable	540,000	60,000
Repayment of convertible notes payable	(151,000)	-
Advance from stockholders	57,446	42,400
Repayment of advances to stockholders	(10,297)	-
Repayment of shareholder loans	(56,250)	-
Proceeds from conmmon stock to be issued	-	12,600
Repayment of note payable	(53,500)	(10,000)
Proceeds from subscription receivable	-	9,000
Share issued for cash	-	326,575
Net cash provided by financing activities	506,399	530,155
Net increase (decrease) in Cash	6,232	(29,344)
Cash at Beginning of Year	2,110	31,454

Cash at End of Year	$8,342	$2,110
Supplemental Disclosure of Cash Flow Information		
Cash paid for interest	$15,023	$-
Cash paid for income taxes	$-	$-
Non Cash Investing and Financing Activities		
Beneficial conversion feature on convertible notes	$425,500	$60,000
Cancellation of preferred shares	$-	$100
Preferred shares issued for conversion/payment of notes payable	$134,724	$-
Shares issued for accounts payable	$-	$7,625
Shares issued for accounts payable - related parties	$-	$395,341
Conversion of accounts payable, related party to convertible note	$90,045	$-
Shares issued for accrued salaries	$-	$209,448
Common stock issued for payment of notes payable	$34,980	$25,229
Common stock issued for payment of convertible notes payable	$141,500	$-
Capital contribution relating to accrued salaries	$460,667	$-
Conversion of interest to note payable	$7,500	$-
Reclassification of derivative liability to additional paid-in-capital on conversion of debt	$216,911	$-
Stock subscription receivable	$-	$45,000

The accompanying notes to the consolidated financial statements are an integral part of these statements.

LiveWire Ergogenics Inc.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2013

NOTE 1 – BASIS OF PRESENTATION AND NATURE OF OPERATIONS

The Company

LiveWire MC2, LLC (“LVWR”) was organized under the laws of the State of California on January 7, 2008 as a limited liability company. LVWR was formed for the purpose of developing and marketing consumable energy supplements. LVWR adopted December 31 as the fiscal year end.

On June 30, 2011, LVWR, together with its members, entered into a purchase agreement (the “Purchase Agreement”), for a share exchange with SF Blu Vu, Inc., (“SF Blu”), a public Nevada shell corporation. SF Blu Vu Inc. was formed in Nevada on October 9, 2007 under the name Semper Flowers, Inc. On May 15, 2009 the Company changed its name to SF Blu Vu, Inc. The Purchase Agreement was ultimately completed on August 31, 2011. Under the terms of the purchase agreement (the “Purchase Agreement”), SF Blu issued 36,000,000 (30,000,000 shares pre stock split of 1 additional share for every five shares held) of their common shares for 100% of the members’ interest in LVWR. Subsequent to the Purchase Agreement, the members of LVWR owned 60% of common shares of SF Blu, effectively obtaining operational and management control of SF Blu. For accounting purposes, the transaction has been accounted for as a reverse acquisition under the purchase method of business combinations, and accordingly the transaction has been treated as a recapitalization of LVWR, the accounting acquirer in this transaction, with SF Blu (the shell) as the legal acquirer.

Subsequent to the Purchase Agreement the financial statements presented are those of LVWR, as if the Purchase Agreement had been in effect retroactively for all periods presented. Immediately following completion of the Purchase Agreement, LVWR and their stockholders had effective control of SF Blu even though SF Blu had acquired LVWR. For accounting purposes, LVWR will be deemed to be the accounting acquirer in the transaction and, consequently, the transaction will be treated as a recapitalization of LVWR i.e., a capital transaction involving the issuance of shares by SF Blu for the members’ interest in LVWR. Accordingly, the assets, liabilities and results of operations of LVWR, became the historical financial statements of SF Blu at the closing of the Purchase Agreement, and SF Blu’s assets, liabilities and results of operations have been consolidated with those of LVWR commencing as of August 31, 2011, the date the Purchase Agreement closed. SF Blu is considered the accounting acquiree, or legal acquirer, in this transaction. No step-up in basis or intangible assets or goodwill will be recorded in this transaction. As this transaction is being accounted for as a reverse acquisition, all direct costs of the transaction have been charged to additional paid-in capital. All professional fees and other costs associated with transaction have been charged to additional paid-in-capital.

Subsequent to the Purchase Agreement being completed, SF Blu as the legal acquirer and surviving company, together with their controlling stockholders from LVWR changed the name of SF Blu to LiveWire Ergogenics, Inc. (“LiveWire”) on September 20, 2011. Hereafter, SF Blu, LVWR, or LiveWire are referred to as the “Company”, unless specific reference is made to an individual entity.

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NOTE 1 – BASIS OF PRESENTATION AND NATURE OF OPERATIONS (CONTINUED)

In contemplation, and in connection with the Purchase Agreement, the Company's directors on July 19, 2011 adopted resolutions determining the Designations, Rights and Preferences of the Series A Preferred Stock ("Series A") consisting of One Million (1,000,000) shares. The Series A is senior to the common stock and all other shares of Preferred Stock that may be later authorized. Each outstanding share of Series A has One Thousand (1,000) votes on all matters submitted to the stockholders and votes with the common stock on all matters. The Series A shares vote separately as a class has the right to elect three persons to serve on the board of directors. The shares of Series A (i) do not have a liquidation preference; (ii) do not accrue, earn, or participate in any dividends; (iii) are not subject to redemption by the Corporation; and (iv) each share of Series A has one thousand (1,000) votes per share and votes with the common stock on all matters. As such, the Series A has voting control of the Company and may use its majority control to affect the interests of the Company's common stockholders.

After December 31, 2012, each outstanding share of Series A may be converted, at the option of the owner, into fifty (50) shares of the Company's common stock; provided however, that no conversion shall be permitted unless (i) the Company's common stock is quoted for public trading in the United States or other international securities market and (ii) the Company's market capitalization (i.e., the number of issued and outstanding shares of common stock multiplied by the daily closing price) has exceeded Fifty Million Dollars ($50,000,000) for 90 consecutive trading days. These provisions, if executed by the holders of the Series A, may significantly dilute the Company's common stockholders after December 31, 2012.

On July 19, 2011, the Company issued 1,000,000 shares of the newly created Series A to Weed & Co. LLP, ("Weed & Co") or its designee, in exchange for a $100,000 reduction of the outstanding accounts payable, being the equivalent of One Cent ($0.1) per share of Series A. Weed & Co., had provided legal services to SF Blu as a shell prior to the Purchase Agreement, and to the Company subsequent to the Purchase Agreement. Subsequent to the issuance of the Series A, Weed & Co assigned the Series A to a third party. On July 21, 2011 in connection with this Series A issuance, a Contingent Option Agreement ("Contingent Option") was entered into between the two primary members of LVWR and the holder of the issued Series A. Under the terms of this Contingent Option the holder of the Series A is not allowed to transfer, sell or borrow against the Series A shares. Under the Contingent Option the two members of LVWR could purchase the issued Series A under the following circumstances:

- Provided that LVWR becomes a subsidiary of a public entity any time prior to December 31, 2012, the two members of LVWR could purchase the Series A for $400,000.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity has not secured an investment of $350,000 prior to December 31, 2011 or March 31, 2012, the two members of LVWR could purchase the Series A for $2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity has not secured an investment of $600,000 prior to June 30, 2012, the two members of LVWR could purchase the Series A for $2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity has not secured an investment of $850,000 prior to December 31, 2012, the two members of LVWR could purchase the Series A for $2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity reports cumulative gross revenue of $600,000 by June 30, 2012, the two members of LVWR could purchase the Series A for $2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity reports cumulative gross revenue of $1,500,000 by December 31, 2012, the two members of LVWR could purchase the Series A for $2.
-

Provided that LVWR becomes a subsidiary of a public entity, and that entity secures funding in excess of $200,000 through the efforts of the two members, then the two members of LVWR could purchase the Series A for $2.

Based on the above noted terms of the Contingent Option the Company accounted for the issued Series A, similar to that of the 36,000,000 (30,000,000 shares pre stock split of 1 additional share for every five shares held) shares of common stock issued with the Purchase Agreement, as the terms of the Contingent Option are effectively made to ensure that the Series A, and any benefit there under, would ultimately reside with the LVWR members. Accordingly, the Series A are treated as having been issued by the accounting acquirer, or LVWR, since inception for all periods presented.

In March 2012, Bill Hodson and Brad Nichols exercised their rights under the Contingent Option Agreement dated July 21, 2011 with Rick Darnell. Based upon the Agreement and fulfillment of contingencies in the Agreement, Bill Hodson and Brad Nichols each acquired 500,000 shares of the Series A from Rick Darnell for $2.00.

On December 4, 2012, the Company reached an agreement with the holders of the Company’s Series A Preferred Stock to surrender and cancel all outstanding shares of the Company’s Series A Preferred Stock. A copy of the Acknowledgement of Surrender and Cancelation of the Series A Preferred Stock is attached as Exhibit 4.4 to the Form 8-k filed on December 4, 2012. The surrender and cancelation of the Series A Preferred Stock improves the Company’s capital structure because it eliminated the super voting provisions and conversion features that, if exercised by the holders, might dilute the common stockholders of the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Advertising

Advertising is expensed as incurred and is included in selling costs on the accompanying statements of operations. Advertising and marketing expense for the years ended December 31, 2013 and 2012 was approximately $64,700 and $70,000, respectively.

Accounts Receivable

Accounts receivable are presented net of an allowance for doubtful accounts. The Company maintains allowances for doubtful accounts for estimated losses. The Company reviews the accounts receivable on a periodic basis and makes general and specific allowances when there is doubt as to the collectability of individual balances. In evaluating the collectability of individual receivable balances, the Company considers many factors, including the age of the balance, a customer's historical payment history, its current credit-worthiness and current economic trends. Accounts are written off after exhaustive efforts at collection. At December 31, 2013 and 2012, the Company has established, based on a review of its outstanding balances, an allowance for doubtful accounts in the amount of $28,098 and $23,583, respectively.

Basis of Accounting

These consolidated financial statements have been prepared using the basis of accounting generally accepted in the United States of America for annual financial statements and with Form 10-K and article 8 of the Regulation S-X of the United States Securities and Exchange Commission ("SEC"). Under this basis of accounting, revenues are recorded as earned and expenses are recorded at the time liabilities are incurred.

Cash and Equivalents

The Company considers all highly liquid instruments purchased with an original maturity of three months or less and money market accounts to be cash equivalents. There were no cash equivalents at December 31, 2013 and 2012.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Derivative Liabilities

The Company assessed the classification of its derivative financial instruments as of September 30, 2013, which consist of convertible instruments and rights to shares of the Company's common stock, and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

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Inventory

Inventory is stated at the lower of cost or market value using the FIFO method. Inventory consists primarily of finished goods and packaging materials and production supplies, i.e., packaged consumable energy supplements, manufactured under contract, and the wrappers and containers they are sold in. A periodic inventory system is maintained by 100% count. Inventory is replaced periodically to maintain the optimum stock on hand available for immediate shipment.

Fair Value of Financial Instruments

Effective January 1, 2008, the Company adopted FASB ASC 820-Fair Value Measurements and Disclosures, or ASC 820, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results, but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

Level 1:	Observable inputs such as quoted market prices in active markets for identical assets or liabilities
Level 2:	Observable market-based inputs or unobservable inputs that are corroborated by market data
Level 3:	Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions.

The Company did not have any Level 2 or Level 3 assets or liabilities as of December 31, 2013, with the exception of its convertible notes payable. The carrying amounts of these liabilities at December 31, 2013 approximate their respective fair value based on the Company's incremental borrowing rate.

Cash is considered to be highly liquid and easily tradable as of December 31, 2013 and therefore classified as Level 1 within our fair value hierarchy.

In addition, FASB ASC 825-10-25 Fair Value Option, or ASC 825-10-25, was effective for January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for "Accounting for Derivative Instruments and Hedging Activities".

Professional standards generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as “The Meaning of “Conventional Convertible Debt Instrument”.

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when “Accounting for Convertible Securities with Beneficial Conversion Features,” as those professional standards pertain to “Certain Convertible Instruments.” Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event is not within the entity’s control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

Income Taxes

Prior to the Purchase Agreement LVWR was taxed as a limited liability company, which is a ‘pass through entity’ for tax purposes. Taxable income flowed through to its members, and income taxes were not levied at the company level. Subsequent to the reverse merger LVWR became a subsidiary of the SF Blu and is taxed at the Company’s marginal corporate rate. The Company accounts for income taxes under the provisions of ASC Section 740-10-30, which is an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in their consolidated financial statements or tax returns.

Stock Based Compensation

The Company accounts for the grant of stock options and restricted stock awards in accordance with ASC 718, “Compensation-Stock Compensation.” ASC 718 requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity based compensation.

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Recognition of Revenue

Sales are recorded at the time title of goods sold passes to customers, which based on shipping terms which generally occurs when the product is shipped to the customer and collectability is reasonably assured. Based on prior experience, the Company reasonably estimates its sales returns and warranty reserves. Sales are presented net of discounts and allowances. Discounts and allowances are determined when a sale is negotiated. The Company does not grant price adjustments after a sale is complete. The Company warrants its products sold on the internet with a right of exchange by means of an approved Return Merchandise Authorization (RMA). Returns of unused merchandise are similarly authorized. Warranty and return policy for product sold through retail distribution channels is negotiated with each customer.

The Company's revenue is primarily derived from sales of their consumable energy supplement products through distributors who distribute their products to retailers. The Company also sells their products directly to consumers; this is normally done through internet sales. This portion of their sales is minimal.

Shipping costs

Shipping costs are included in cost of goods sold and totaled approximately $6,300 and $18,800 for the years ended December 31, 2013 and 2012, respectively.

Earnings (loss) per common share

The Company utilizes the guidance per FASB Codification "ASC 260 "Earnings Per Share". Basic earnings per share is calculated on the weighted effect of all common shares issued and outstanding, and is calculated by dividing net income available to common stockholders by the weighted average shares outstanding during the period. Diluted earnings per share, which is calculated by dividing net income available to common stockholders by the weighted average number of common shares used in the basic earnings per share calculation, plus the number of common shares that would be issued assuming conversion of all potentially dilutive securities outstanding, is not presented separately as it is anti-dilutive. Such securities, shown below, presented on a common share equivalent basis and outstanding as of December 31, 2013 and 2012 have been excluded from the per share computations:

	As of December 31,	
	2013	2012
Convertible Notes Payable	15,806,849	471,698
Warrants	6,680,002	5,805,002
Series B Preferred Stock	134,724	-

Long Lived Assets

The Company follows Accounting Standards Codification subtopic 360-10, Property, Plant and Equipment ("ASC 360-10"). ASC 360-10 requires those long-lived assets and certain identifiable intangibles held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses, or a forecasted inability to achieve break-even operating results over an extended period. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of intangible assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. ASC 360-10 also requires assets to be disposed of be reported at the lower of the carrying amount or the fair value less costs to sell.

Reclassification

Certain reclassifications have been made to conform the prior period data to the current presentation. These reclassifications had no effect on reported net loss.

Recent Accounting Pronouncements

A variety of accounting standards have been issued or proposed by FASB that do not require adoption until a future date. We regularly review all new pronouncements that have been issued since the filing of our Form 10-K for the year ended December 31, 2012 to determine their impact, if any, on our consolidated financial statements. The Company does not expect the adoption of any of these standards to have a material impact once adopted.

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NOTE 3 – GOING CONCERN

The Company's consolidated financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has a net loss of $1,265,936 for the year ended December 31, 2013, and has an accumulated deficit of $3,950,931 as of December 31, 2013. The Company has not yet established an adequate ongoing source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease development of operations.

In order to continue as a going concern, develop a reliable source of revenues, and achieve a profitable level of operations the Company will need, among other things, additional capital resources. Management's plans to continue as a going concern include raising additional capital through increased sales of product and by sale of common shares. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans. The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 – PROPERTY AND EQUIPMENT

	December 31, 2013	December 31, 2012
Equipment (Automobiles)	$ 26,338	$ 26,338
Accumulated depreciation	(18,882)	(11,803)
Total	$ 7,456	$ 14,535

Equipment is stated at cost less accumulated depreciation and depreciated using straight line methods over the estimated useful lives of the related assets ranging from three to five years. Maintenance and repairs are expensed currently. The cost of normal maintenance and repairs is charged to operations as incurred. Major overhaul that extends the useful life of existing assets is capitalized. When equipment is retired or disposed, the costs and related accumulated depreciation are eliminated and the resulting profit or loss is recognized in income.

Depreciation expense amounted to $7,079 and $6,202 for the years ended December 31, 2013 and 2012, respectively. During the year ended December 31, 2012, the Company sold equipment worth $3,558 for cash of $8,500 and recorded a gain on sale of equipment of $4,942.

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NOTE 5 – INVENTORY

The Company outsources the manufacturing of their consumable energy supplements. The wife of the Company's CEO owns approximately 8% of this food outsource producer. The Company believes that they are a minor customer of this outsource producer and that production terms with this outsourcer are conducted on an arms-length basis.

	December 31, 2013	December 31, 2012
Finished Goods	$ 423	$ 620
Packaging materials and production supplies	66,445	66,911
	66,868	67,531
Reserve on inventory	(20,634)	(20,634)
	$ 46,234	$ 46,897

NOTE 6 – RELATED PARTY TRANSACTIONS AND LOANS FROM STOCKHOLDERS

During the year ended December 31, 2013, the Company incurred $6,000 in legal fees payable to a related party Weed & Co, LLP. This company is controlled by Richard Weed, an officer of the Company.

The Company incurred $1,500 during the year ended December 31, 2013, payable to Richard Weed for his services to SF Blu as an officer.

Included in accounts payable – related parties as of December 31, 2013 and 2012, $0 and $90,045, respectively related to legal fees payable to a related party Richard Weed and Weed & Co. In October 2013 the Company converted $7,500 payable for legal fees in 7,500 shares of Series B Convertible preferred shares valued at $1 per share.

$90,045 in accounts payable - related parties due to Richard Weed and Weed & Co. was converted in to a convertible note payable during the quarter ended March 31, 2013. The Company repaid $20,000 and a balance of $70,045 remains at December 31, 2013.

On January 31, 2013, Richard O. Weed resigned as a Director of the Company and resigned as Corporate Secretary. Mr. Weed's resignation was not because of any disagreements with management or the board concerning the Company's accounting practices, policies, or procedures.

Included in accounts payable – related parties as of December 31, 2013 and 2012 is $236,341, payable to an entity owned by the controlling shareholders of the Company. The related entity provides marketing and product development costs and general and administrative expenses to the Company.

Included in accounts payable – related parties as of December 31, 2013 and 2012, the Company had accrued approximately $0 and $217,000 of deferred salary under two employment agreements entered into with the Company's CEO and the Company's President in conjunction with the Purchase Agreement. On September 3, 2013, Bill Hodson, the chief executive officer, and Brad Nichols, the president of the Company, agreed to forgive their deferred salaries to date, the total amount of which is $460,667, and shall no longer hold the Company responsible for payment of that amount. This has been recorded as a capital contribution. In addition, Mr. Hodson and Mr. Nichols agreed to change the terms of their employment agreements to a salary of $1.00 per year. All other details of employment agreements shall remain in full effect.

As of December 31, 2013 and 2012 the Company, CEO and President advanced $43,596 and $42,400, respectively. These advanced loans are unsecured, due upon demand and bear no interest and included under notes payable.

Stockholders advance loans to the Company from time to time to provide financing for operations.

	December 31, 2013	December 31, 2012
Advances from stockholders	$ -	$ 47,521

Advances from stockholders carry no interest, have no terms of repayment or maturity, and are payable on demand. In October 2013, the Company converted the balance of Advances from Stockholders of $37,244 to shares of 37,224 shares of Series B Convertible Preferred shares valued at $1 per share.

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NOTE 7 – COMMITMENTS AND CONTINGENCIES

Employment Agreements

On July 20, 2011 the Company entered into two employment agreements. The agreements have a five year term and may be terminated upon mutual agreement. The salary associated with each of the agreements is $260,000 annually, A portion of which will be paid in cash and a portion of which will be deferred until the Company achieves certain levels of sales and or enters into a merger, purchase or sale agreement and or if the Company is sold.

During the year ended December 31, 2012, a total of $209,448, due under these employment agreements, were converted into 1,256,688 (1,047,240 shares pre stock split of 1 additional share for every five shares held) shares of the Company's common stock and Class A warrants to purchase 1,256,688 (1,047,240 Class A warrants pre stock split of 1 additional share for every five shares held) shares of the Company's common stock at $1 per shares. These warrants expire on January 31, 2016.

On September 3, 2013, Bill Hodson, the chief executive officer, and Brad Nichols, the president of the Company, agreed to forgive their deferred salaries to date, the total amount of which is $460,667, and shall no longer hold the Company responsible for payment of that amount. This has been recorded as a capital contribution. In addition, Mr. Hodson and Mr. Nichols agreed to change the terms of their employment agreements to a salary of $1.00 per year. All other details of employment agreements shall remain in full effect.

Litigation

The Company is subject to certain legal proceedings and claims, which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity.

NOTE 8 – NOTES PAYABLE

On February 8, 2013, the Company entered into a non-interest bearing unsecured $3,500 note payable that is payable on demand.

On February 22, 2013, the Company entered into a non-interest bearing unsecured $6,000 note payable that is payable on demand. As of December 31, 2013, the Company repaid the balance in full.

On March 19, 2013, the Company entered into a non-interest bearing unsecured $2,000 note payable that is payable on demand.

On April 1, 2013, the Company entered into two non-interest bearing unsecured $10,000 notes payable that are each payable on demand. As of December 31, 2013, the Company converted the balance in full into 20,000 shares of Series B Convertible Preferred Stock valued at $1 per share.

On August 30, 2013, the Company entered into two non-interest bearing unsecured $47,500, notes payable that are each payable on demand. As of December 31, 2013, the Company repaid the balance in full.

On October 15, 2013, the Company entered into a non-interest bearing unsecured $26,000 note payable that is payable on demand.

On November 13, 2013, the Company entered into a non-interest bearing unsecured $20,000 note payable that is payable on demand. As of December 31, 2013, the Company converted $10,000 into 10,000 shares of Series B Convertible Preferred Stock leaving a balance of $10,000.

On December 13, 2013, the Company entered into a non-interest bearing unsecured $55,000 note payable that is payable on demand.

As of December 31, 2013 and 2012, the Company's CEO and President advanced $43,596 and $42,400, respectively. These advanced loans are unsecured, due upon demand and bear no interest.

As of December 31, 2013 and 2012, the Company had accrued interest of $32,562 and $19,853 respectively, related to notes payable.

During the year ended December 31, 2013, the Company repaid $60,000 notes payable issued in prior years by issuance of 60,000 shares of Series B Convertible Preferred Stock valued at $1 per share and $34,980 notes payable issued in prior years by issuance of 1,672,330 shares of common stock valued at $0.021 per share.

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NOTE 9 – CONVERTIBLE NOTES PAYABLE

At December 31, 2013 and 2012 convertible debentures consisted of the following:

	December 31, 2013	December 31, 2012
Convertible notes payable	$ 404,545	$ 60,000
Unamortized debt discount	(81,686)	(53,364)
Total	$ 322,859	$ 6,636

Note issued on November 14, 2012:

On November 14, 2012, the Company entered into an agreement with a third party non-affiliate to a 6% interest bearing convertible debentures for $20,000 due on demand, with the conversion features commencing immediately. The loan is convertible at 50% of the lowest closing bid price during the five days immediately prior to the date of the conversion notice. In connection with this debenture, the Company recorded a $20,000 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. During the year ended December 31, 2013 this note was converted in to 956,164 shares.

During the years ended December 31, 2013 and 2012, the Company fully amortized and wrote off a total debt discount of $14,778 and $5,222 to operations as interest expense, respectively.
Notes issued on December 21, 2012:

On December 21, 2012, the Company entered into agreements with two third party non-affiliates to two 6% interest bearing convertible debentures for $40,000 due on September 30, 2013, with the conversion features commencing on or before the loan maturity date. The loans are convertible at 20% of the lowest closing bid price during the five days immediately prior to the date of the conversion notice. In connection with these debentures, the Company recorded a $40,000 discount on debt, related to the beneficial conversion feature of the notes to be amortized over the life of the notes or until the notes are converted or repaid. In October 2013 these notes were restructured and were repaid in cash.

During the years ended December 31, 2013 and 2012, the Company fully amortized and wrote off a total debt discount of $38,587 and $1,413 to operations as interest expense, respectively.

Notes issued on January 8, 2013:

On January 8, 2013 the Company entered three agreements with third party non-affiliates to 6% interest bearing convertible debentures totaling $50,000 due on July 31, 2013, with the conversion features commencing immediately. The loans are convertible at 40% of the lowest closing price during the five days immediately prior to the date of the conversion notice. In connection with this debenture, the Company recorded a $43,185 discount on debt, related to the beneficial conversion features of the notes to be amortized over the lives of the notes or until the notes are converted or repaid. During the year ended December 31, 2013 one of the agreements was repaid in full for $15,000, a second agreement valued at $20,000 was assigned to another debt holder and in October 2013 the remaining note was restructured. As of December 31, 2013, the third agreement valued at $15,000 remains unpaid.

During the year ended December 31, 2013, the Company fully amortized and wrote off a total of debt discount $43,185 to current period operations as interest expense.

Note issued on January 23, 2013:

On January 23, 2013, the Company entered into an agreement with a third party non-affiliate to a 6% interest bearing convertible debentures for $25,000 due on July 31, 2013, with the conversion features commencing immediately. The loan is convertible at 40% of the lowest closing bid price during the five days immediately prior to the date of the conversion notice. In connection with this debenture, the Company recorded a $21,258 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note has not been converted. In October 2013 this note was restructured. As of December 31, 2013, this agreement valued at $25,000 remains unpaid.

During the year ended December 31, 2013, the Company fully amortized and wrote off a total debt discount of $21,258 to current period operations as interest expense.

Note issued on January 25, 2013:

On January 25, 2013, the Company entered into an agreement with a third party non-affiliate to a 6% interest bearing convertible debentures for $25,000 due on July 31, 2013, with the conversion features commencing immediately. The loan is convertible at 40% of the lowest closing bid price during the five days immediately prior to the date of the conversion notice. In connection with this debenture, the Company recorded a $21,212 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. During the year ended December 31, 2013 this agreements was repaid in full for $25,000 in cash.

During the year ended December 31, 2013, the Company fully amortized and wrote off a total debt discount of $21,212 to current period operations as interest expense.

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Note issued on February 1, 2013:

On February 1, 2013, the Company entered into an agreement with a related party for conversion of accounts payable to a 6% interest bearing convertible debentures for $90,045 due on July 31, 2013, with the conversion features commencing immediately. The loan is convertible at 40% of the lowest closing bid price during the five days immediately prior to the date of the conversion notice. In connection with this debenture, the Company recorded a $75,824 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note has been partially converted into 2,604,167 shares of common stock valued at $20,000. In October 2013 this note was restructured. As of December 31, 2013, this agreement valued at $70,045 remains unpaid.

During the year ended December 31, 2013, the Company fully amortized and wrote off a total debt discount of $75,824 to current period operations as interest expense.

Note issued on March 18, 2013:

On March 18, 2013, the Company entered into an agreement with a third party non-affiliate to a 8% interest bearing convertible debentures for $42,500 due on December 13, 2013, with conversion features commencing after 180 days following the date of this note. The loan is convertible at 58% of average of the lowest three trading prices for the common stock during the ten trading day prior to the conversion date. In connection with this debenture, the Company recorded a $37,531 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note and accrued interest of $1,700 has been converted in full to 2,803,419 shares of common stock.

During the year ended December 31, 2013, the Company fully amortized and wrote off a total debt discount of $37,531 to current period operations as interest expense.

Note issued on April 29, 2013:

On April 29, 2013, the Company entered into an agreement with a third party non-affiliate to a 6% interest bearing convertible debentures for $5,000 due on April 29, 2014, along with redemption premium of 110% of principal amount and conversion features commencing immediately. The loan is convertible at $0.03 per share. In connection with this debenture, the Company recorded a $333 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note has not been converted.

During the year ended December 31, 2013, the Company amortized and wrote off a total debt discount of $238 to current period operations as interest expense. As of December 31, 2013, a net discount of $95 remained.

Note issued on May 7, 2013:

On May 7, 2013, the Company entered into an agreement with a third party non-affiliate to a 6% interest bearing convertible debentures for $12,000 due on May 6, 2014, along with redemption premium of 110% of principal amount and conversion features commencing immediately. The loan is convertible at $0.03 per share. In connection with this debenture, the Company recorded a $12,000 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note has not been converted.

During the year ended December 31, 2013, the Company amortized and wrote off a total debt discount of $7,846 to current period operations as interest expense. As of December 31, 2013, a net discount of $4,154 remained.

Note issued on May 10, 2013:

On May 10, 2013, the Company entered into an agreement with a third party non-affiliate to a 8% interest bearing convertible debentures for $53,000 due on February 13, 2014, with conversion features commencing after 180 days following the date of this note. The loan is convertible at 58% of average of the lowest three trading prices for the common stock during the ten trading day prior to the conversion date. In connection with this debenture, the Company recorded a $53,000 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. . As of December 31, 2013 this note and accrued interest of $2,120 has been repaid in full by issuance of 2,961,249 shares of common stock valued at $55,120.

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During the year ended December 31, 2013, the Company fully amortized and wrote off a total debt discount of $53,000 to current period operations as interest expense.

Note issued on May 15, 2013:

On May 15, 2013, the Company entered into an agreement with a third party non-affiliate to a 12% interest bearing convertible debentures for $50,000 due on demand, with the conversion features commencing immediately. The loan is convertible at lower of $0.07 or 60% of the lowest trade prices in the 25 trading days previous to the conversion. In connection with this debenture, the Company recorded a $50,000 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note has been repaid in full.

During the year ended December 31, 2013, the Company fully amortized and wrote off a total debt discount of $50,000 to current period operations as interest expense.

Note issued on May 23, 2013:

On May 23, 2013, the Company entered into an agreement with a third party non-affiliate to a 6% interest bearing convertible debentures for $12,000 due on May 22, 2014, along with redemption premium of 110% of principal amount and conversion features commencing immediately. The loan is convertible at $0.03 per share. In connection with this debenture, the Company recorded a $5,200 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note has not been converted.

During the year ended December 31, 2013, the Company amortized and wrote off a total debt discount of $3,171 to current period operations as interest expense. As of December 31, 2013, a net discount of $2,029 remained.

Note issued on July 16, 2013:

On July 16, 2013, a note holder assigned a $20,000 convertible note to a third party non-affiliate. The assigned note was amended to convertible debentures for $25,000 due on August 1, 2014, which includes one-time interest charge of 10% which was applied immediately. The loan is convertible at lower of $0.025 or 60% of the lowest trade prices in the 25 trading days previous to the conversion. In connection with this debenture, the Company recorded an $18,333 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of September 30, 2013 this note was partially converted into 2,500,000 shares valued at $6,000. In October 2013 this note was restructured and will be repaid in cash.

During the year ended December 31, 2013, the Company amortized and wrote off a total debt discount of $18,333 to current period operations as interest expense.

Note issued on August 16, 2013:

On August 16, 2013, the Company entered into an agreement with a third party non-affiliate to a 10% interest bearing convertible debentures for $100,000 due on August 16, 2016. The loan is convertible immediately at $0.25 per share. In connection with this debenture, the note holder was issued 500,000 warrants and recorded a $5,167 discount, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note has not been converted.

During the year ended December 31, 2013, the Company amortized and wrote off a total debt discount of $663 to current period operations as interest expense. As of December 31, 2013, a net discount of $4,504 remained.

Note issued on October 3, 2013:

On October 3, 2013, the Company entered into an agreement with a third party non-affiliate to a 10% interest bearing convertible debentures for $25,000 due on October 2, 2016. The loan is convertible immediately at $0.25 per share. In connection with this debenture, the note holder was issued 125,000 warrants and recorded a $3,637 discount, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note has not been converted.

During the year ended December 31, 2013, the Company amortized and wrote off a total debt discount of $299 to current period operations as interest expense. As of December 31, 2013, a net discount of $3,338 remained.

Note issued on October 3, 2013:

On October 3, 2013, the Company entered into an agreement with a third party non-affiliate to a 10% interest bearing convertible debentures for $25,000 due on October 2, 2016. The loan is convertible immediately at $0.25 per share. In connection with this debenture, the note holder was issued 125,000 warrants and recorded a $3,637 discount, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note has not been converted.

During the year ended December 31, 2013, the Company amortized and wrote off a total debt discount of $299 to current period operations as interest expense. As of December 31, 2013, a net discount of $3,338 remained.

Note issued on October 30, 2013:

On October 30, 2013, the Company entered into an agreement with a third party non-affiliate to a 10% interest bearing convertible debentures for $25,000 due on October 29, 2016. The loan is convertible immediately at $0.25 per share. In connection with this debenture, the note holder was issued 125,000 warrants and recorded a $2,687 discount, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note has not been converted.

During the year ended December 31, 2013, the Company amortized and wrote off a total debt discount of $154 to current period operations as interest expense. As of December 31, 2013, a net discount of $2,532 remained.

Note issued on October 30, 2013:

On October 30, 2013, the Company entered into an agreement with a third party non-affiliate to a 8% interest bearing convertible debentures for $53,000 due on July 27, 2014, with conversion features commencing after 180 days following the date of this note. The loan is convertible at 58% of average of the lowest three trading prices for the common stock during the ten trading day prior to the conversion date. In connection with this debenture, the Company recorded a $38,379 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note has not been converted.

During the year ended December 31, 2013, the Company amortized and wrote off a total debt discount of $8,813 to current period operations as interest expense. As of December 31, 2013, a net discount of $29,566 remained.

Note issued on December 17, 2013:

On December 17, 2013, the Company entered into an agreement with a third party non-affiliate to a 8% interest bearing convertible debentures for $53,000 due on September 7, 2014, with conversion features commencing after 180 days following the date of this note. The loan is convertible at 58% of average of the lowest three trading prices for the common stock during the ten trading day prior to the conversion date. In connection with this debenture, the Company recorded a $34,118 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2013 this note has not been converted.

During the year ended December 31, 2013, the Company amortized and wrote off a total debt discount of $2,527 to current period operations as interest expense. As of December 31, 2013, a net discount of $31,591 remained.

Derivative Liability:

The Company identified embedded derivatives related to the Convertible Promissory Note entered during the year ended December 31, 2013. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value of $211,479 of the embedded derivative. The fair value of the embedded derivative was determined using the Black Scholes Model based on the following assumptions:

Dividend yield:	-0-%
Volatility	120.66% - 130.93%
Risk free rate:	0.14% - 0.15%

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The initial fair value of the embedded debt derivative of $211,479 was allocated as a debt discount for the year ended December 31, 2013.

During the year ended December 31, 2013, the Company has committed or settled the convertible note either through conversion into common shares or paid by cash. Hence, the derivative liability of $216,912 was transferred to additional paid in capital.

During the year ended December 31, 2013 and 2012, the Company adjusted the recorded fair value of the derivative liability to market resulting in non-cash, non-operating gain of $65,544 and non- cash, non- operating loss of $10,977, respectively.

NOTE 10 - FAIR VALUE OF FINANCIAL INSTRUMENTS

ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed is determined based on the lowest level input that is significant to the fair value measurement.

Items recorded or measured at fair value on a recurring basis in the accompanying unaudited condensed consolidated financial statements consisted of the following items as of December 31, 2013:

		Fair Value Measurements at December 31, 2013 using:		
	December 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)

Liabilities:					
Debt Derivative liabilities	$	-	-	-	$ -

The debt derivative liabilities is measured at fair value using quoted market prices and estimated volatility factors based on historical prices for the Company’s common stock and are classified within Level 3 of the valuation hierarchy.

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The following table provides a summary of changes in fair value of the Company's Level 3 financial liabilities as of December 31, 2013:

		Debt Derivative Liability
Balance, December 31, 2012	$	70,977
Initial fair value of debt derivatives at note issuances		211,479
Reclass to additional paid in capital		(216,912)
Mark-to-market at December 31, 2013		
-Embedded debt derivatives		(65,544)
Balance, December 31, 2013	$	-
Net gain for the period included in earnings relating to the liabilities held at December 31, 2013	$	(65,544)

Level 3 Liabilities are comprised of bifurcated convertible debt features on convertible notes.

NOTE 11 – STOCKHOLDERS' DEFICIT

Common Stock

As a result of the reverse merger, the shares of the Company outstanding prior to the closing of the Purchase Agreement are treated as having been issued as of that date, whereas the shares issued in connection with the purchase Agreement are treated as having been issued since inception for all periods presented.

On May 1, 2013, the Company issued 2,500,000 shares (valued at $124,750) of the Company's common stock as compensation to an attorney for legal fees.

On July 10, 2013 the Company issued 2,628,494 shares of common stock as a result of converting four short term notes totaling $54,980.

On July 16, 2013, the Company issued 1,530,000 shares of common stock to two consultants valued at $39,627 ($0.0259 per share) for services rendered charged to operations during the year ended December 31, 2013.

On July 16, 2013, the Company issued 770,000 shares of common stock to two individuals valued at $19,943 ($0.0259 per share) pursuant to their endorsement agreements charged to operations during the year ended December 31, 2013.

On August 21, 2013 the Company issued 2,500,000 shares of common stock as a result of a $6,000 ($0.024 per share) partial conversion of a short term note.

On August 21, 2013 the Company issued 2,604,167 shares of common stock as a result of a $20,000 partial conversion of a convertible note.

On October 21, 2013 the Company issued 1,111,111 shares of common stock as a result of a $20,000 partial conversion of a convertible note.

On October 28, 2013 the Company issued 1,573,427 shares of common stock as a result of a $22,500 partial conversion of a convertible note and issued 118,881 shares of common stock as a result of a conversion of interest totaling $1,700.

On November 25, 2013 the Company issued 857,143 shares of common stock as a result of a $15,000 partial conversion of a convertible note.

On December 2, 2013 the Company issued 746,268 shares of common stock as a result of a $15,000 partial conversion of a convertible note.

On December 9, 2013 the Company issued 1,243,243 shares of common stock as a result of a $23,000 partial conversion of a convertible note and issued 114,595 shares of common stock as a result of a conversion of interest totaling $2,120.

Subscription Receivable

The Company issued 216,000 (180,000 shares pre stock split of 1 share for every five shares held) shares (valued at $54,000) for the year ended December 31, 2012 of the Company's restricted common stock. In April 2012, $9,000 was paid and the balance at December 31, 2012 is $45,000. These shares were not issued as of December 31, 2013.

Common Stock to be issued

The Company will issue 50,400 (42,000 shares pre stock split of 1 share for every five shares held) shares (valued at $12,600) for the year ended December 31, 2012 of the Company's restricted common stock. A cash payment of $12,600 was made on May 9, 2012. These shares were issued as of December 31, 2013.

Series B Convertible Preferred Stock

Designation and Rank

On October 17, 2013, the Company created its new Series B preferred class of stock. The series of Preferred Stock shall be designated the "Series B Preferred Stock" and shall consist of 150,000 shares. The Series B Preferred Stock shall be senior to the common stock and all other shares of Preferred Stock that may be later authorized. Each share of Series B Preferred Stock shall have a Stated Par Value of $1.00 per share.

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Voting, Liquidation, Dividends, and Redemption

Each outstanding share of Series B Preferred Stock shall vote with the common stock on all matters. The shares of Series B Preferred Stock shall (i) have a liquidation preference of $1.00 per share; (ii) accrue, earn, or participate in any dividends on the common stock; and (iii) shall be subject to redemption by the Corporation prior to December 31, 2014 at a fixed redemption price of $1.10 per share.

Conversion

After March 31, 2014, each outstanding share of Series B Preferred Stock may be converted, at the option of the owner, into common stock using a conversion formula the delivers common stock worth $1.25 for every $1.00 of Series B converted. The owner shall provide a written Notice of Conversion that specifies the amount of Series B Preferred Stock to be converted into common stock and the lowest closing bid price of the Corporation's common stock during the preceding 10 trading days.

Limitation on Conversion

In no event (except while there is outstanding a tender offer for any or all of the shares of the Company's Common Stock) shall the owner be entitled to convert any shares of Series B Preferred Stock to the extent that, after such conversion the sum of (1) the number of shares of Common Stock then beneficially owned by the owner and its affiliates, and (2) the number of shares of Common Stock issuable upon the conversion of the shares of Series B Preferred Stock with respect to which the determination of this proviso is being made, would result in beneficial ownership by the owner and its affiliates of more than 9.99% of the outstanding shares of Common Stock (after taking into account the shares to be issued to the owner upon such conversion). For purposes of the proviso to the preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder. Nothing herein shall preclude the owner from disposing of a sufficient number of other shares of Common Stock beneficially owned by the owner so as to thereafter permit the continued conversion of shares of Series B Preferred Stock.

On October 17, 2013, the Company issued 134,724 shares of Series B convertible preferred stock as the result of the conversion of debt and accrued liabilities totaling $134,724, valued at $1 per share.

Stock Dividend

On December 13, 2012, the Company announced that its Board of Directors has declared a dividend payable to stockholders of record on January 18, 2013 ("Record Date").

The dividend is equal to 20% of the share price at the market close on the Record Date. The dividend is payable in common stock. Each stockholder's dividend will be calculated based on the number of shares owned on the Record Date by the stockholder. The new shares will be issued following the Record Date. The number of shares will equal one (1) share for each five (5) shares owned by the stockholder on the Record Date, rounded upwards to the next whole share.

As stated in ASC 505-20 - Stock Dividend and Stock Split and per paragraph 25-3, since the issuance of additional shares on account of 1:5 stock dividend (1 share for every 5 shares held) is at least 20% or 25% (in this case 20%) of the number of previously outstanding shares, the transaction should be accounted for as a "Stock Split" instead of "Stock Dividend".

All references in the accompanying consolidated financial statements and notes thereto have been retroactively restated to reflect the December 13, 2012 stock dividend in substance as a stock split.

As of December 31, 2013 and 2012, the Company had 86,807,868 and 68,460,139 shares of its common stock issued and outstanding, respectively.

2013

Warrants

The following table summarizes the changes in warrants outstanding and related prices for the shares of the Company's common stock issued to shareholders at December 31, 2013:

		Warrants Outstanding			Warrants Exercisable
Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise price	Number Exercisable	Weighted Average Exercise Price
$ 0.20 - 1.00	6,680,002	2.16	$ 0.90	6,680,002	$ 0.90

Transactions involving the Company's warrant issuance are summarized as follows:

	Number of Shares	Weighted Average Price Per Share
Outstanding at December 31, 2011	-	$ -
Issued	5,805,002	1.00
Exercised	—	—
Expired	-	-
Outstanding at December 31, 2012	5,805,002	$ 1.00
Issued	875,000	0.20
Exercised	—	—
Expired	-	-
Outstanding at December 31, 2013	6,680,002	$ 0.90

During the year ended December 31, 2012, the Company issued 5,805,002 warrants with an exercise price of $1 vesting over 5 years and expiring January 31, 2016. The fair value (as determined and described below) of $21,652 is charged ratably over the vesting term of the warrants.

During the year ended December 31, 2013, the Company issued 875,000 warrants along with the convertible note payable of $175,000 with an exercise price of $0.20 vesting over 3 years. The fair value of warrants (as determined and described below) was $15,127.

Significant assumptions:

Risk-free interest rate at grant date	0.68% -0.78%
Expected stock price volatility	103.96%- 207.60%
Expected dividend payout	-
Expected option life-years	2.16

NOTE 12 – INCOME TAXES

The Company accounts for income taxes under ASC 740, “Expenses – Income Taxes”. ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and the tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax losses and tax credit carry forwards. ASC 740 additionally requires the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets.

Through June 30, 2011 LVWR was a limited liability company that operated out of the State of California. Tax returns were filed as a partnership, which is a ‘pass through entity’ for tax purposes. Taxable income flowed through to members, and income taxes were not imposed at the company level, except in special circumstances. The State of California imposes a minimal franchise tax on gross income. LVWR did not accumulate net operating losses or deferred tax assets/liabilities. Subsequent to the Purchase Agreement on June 30, 2011 LVWR operations are consolidated with those of SF Blu, a Nevada corporation, which is subject to both Federal and State income taxes.

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The table below summarizes the reconciliation of the Company's income tax provision (benefit) computed at the statutory U.S. Federal rate and the actual tax provision (rounded to the nearest hundred):

	Year Ended December 31, 2013	2012
Income tax (benefit) provision at the Federal statutory rate	$ (443,000)	$ (596,000)
State income taxes, net of Federal Benefit	(101,000)	(136,000)
Other	(28,000)	5,000
Benefit of loss not realized subsequent to reverse merger	-	-
Benefit of loss not realized due to the Company status as a "pass through entity" for tax proposes	-	-
Equity based compensation	79,000	262,000
Settlement of salaries with stock	93,000	150,000
Valuation tax asset allowance	400,000	315,000
Tax provision	$ -	$ -

Had the Company been taxed as a corporation it would have resulted in deferred tax assets for both Federal and State tax purposes due to the Company having experienced losses during the period immediately prior to the reverse merger on June 30, 2011 and for the year ended December 31, 2010. In addition, had these deferred tax assets been recorded they would have been fully reserved, as the Company has not achieved profitable operations since its inception, and management would not be able to determine if it was more likely than not if those deferred tax assets would be realized in future periods.

Subsequent to the reverse merger on June 30, 2011 the Company has assumed the net operating loss ("NOL") carry forward of SF Blu. Management estimates the NOL as of December 31, 2011 to be approximately $127,000, inclusive of operation subsequent to the reverse merger. This NOL will be expiring through the year 2031. The utilization of the Company's NOL may be limited because of a possible change in ownership as defined under Section 382 of Internal Revenue Code. Such change in ownership, for purposes of utilization of the Company's NOL's under Section 382, may have occurred with the reverse merger that was entered into on June 30, 2011.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Included in the deferred tax asset is the aforementioned NOL. The Company is not able to predict if such future taxable income will be more likely than not sufficient to utilize the benefit. As such, the Company does not believe the benefit is more likely than not to be realized and they have recognized a full valuation allowance for these deferred tax assets.

Had the Company been taxed as a corporation it would have resulted in deferred tax assets for both Federal and State tax purposes due to the Company having experienced losses during the period immediately prior to the reverse merger on June 30, 2011 and for the year ended December 31, 2010. In addition, had these deferred tax assets been recorded they would have been fully reserved, as the Company has not achieved profitable operations since its inception, and management would not be able to determine if it was more likely than not if those deferred tax assets would be realized in future periods.

Subsequent to the reverse merger on June 30, 2011 the Company has assumed the net operating loss ("NOL") carry forward of SF Blu. Management estimates the NOL as of December 31, 2013 to be approximately $1,399,000, inclusive of operation subsequent to the reverse merger. This NOL will be expiring through the year 2033. The utilization of the Company's NOL may be limited because of a possible change in ownership as defined under Section 382 of Internal Revenue Code. Such change in ownership, for purposes of utilization of the Company's NOL's under Section 382, may have occurred with the reverse merger that was entered into on June 30, 2011.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Included in the deferred tax asset is the aforementioned NOL. The Company is not able to predict if such future taxable income will be more likely than not sufficient to utilize the benefit. As such, the Company does not believe the benefit is more likely than not to be realized and they have recognized a full valuation allowance for these deferred tax assets. The Company's deferred tax asset as of December 31, 2013 and 2012 is as follows:

	December 31,	
	2013	2012
Total deferred tax asset - from NOL carry forwards	$ 602,000	$ 334,000
Temporary differences – Accrued compensation	-	93,000
	602,000	427,000
Valuation allowance	(602,000)	(427,000)
Deferred tax asset, net of allowance	$ -	$

The Company has not filed its applicable Federal and State tax returns for the year ended December 31, 2012 and may be subject to penalties for noncompliance. The Company has filed an extension for the 2013 filing.

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NOTE 13 - CONCENTRATIONS

The following table sets forth information as to each customer that accounted for 10% or more of the Company's revenues for the years ended December 31, 2013 and 2012. At December 31, 2013, one customer accounted for 26% of the Company's total revenue. At December 31, 2012, three customers accounted for 60% of the Company's total revenue.

Customer	Year Ended December 31, 2013	Year Ended December 31, 2012
A	26%	-
B	-	38%
C	-	11%
D	-	11%

For the year ended December 31, 2013 the Company had one supplier who accounted for approximately $30,500 of their purchases used for production or approximately 33% of total purchases for the year then ended. For the year ended December 31, 2012 the Company had three suppliers who accounted for approximately $107,000 of their purchases used for production or approximately 83% of total purchases for the year then ended.

NOTE 14 - SUBSEQUENT EVENTS

The Company evaluated subsequent events through the date the consolidated financial statements were available to be issued as follows:

Equity Designation and Issuances:

Effective January 29, 2014 the Company amended its Series B Preferred Stock designation in order to permit the issuance of junior Preferred Stock which have enhanced or "super-majority" voting rights. The amendment was approved by the holders of the Series B Preferred Stock. The amended Series B Preferred Stock designation is attached as Exhibit 10.1 in Form 8-K filed with the SEC on February 6, 2014.

Effective January 29, 2014 the Board of Directors authorized the creation of 75 shares of a new Series C convertible preferred stock. Each share of Series C Preferred has the right to convert into 8,000 shares of the Company's common stock and have a liquidation preference of $200. Additionally, the Series C Preferred is allowed to cast a vote, on all matters that the Company's shareholders are permitted to vote upon, equal to .7% of all outstanding securities that are eligible to vote at the time of such shareholder action for each share of Series C Preferred (.7% X 75 shares = 52.5% of total vote).

On January 31, 2014 the Company issued 75 shares of Series C Preferred Stock to its Chief Executive Officer, Bill Hodson in exchange for $15,000 owed to the Executive by the Company.

Effective February 3, 2014 the Board of Directors recommended, and the Company's shareholders approved by written consent, the creation of 1,000,000 shares of Series A Common Stock. Each share of Series A Common Stock is entitled to convert into one (1) share of regular common stock at any time at the option of the holder and to cast two hundred (200) votes on all matters as to which holders of the common stock, voting together as a class, are entitled to vote.

On February 3, 2014 the Company issued 1,000,000 shares of Series A Common Stock to its Chief Executive Officer, Bill Hodson in exchange for $25,000 owed to the Executive by the Company.

On February 6, 2014 the Company issued 1,000,000 restricted shares of regular Common Stock to Bill Hodson pursuant to his right to convert the 1,000,000 shares of Series A Common Stock owned by Mr. Hodson into regular Common Stock. Following the conversion the Series A Common Stock is no longer outstanding.

On February 6, 2014 Bill Hodson converted his 1,000,000 shares of Series A Common Stock into 1,000,000 shares of regular Common Stock. Following the conversion the Series A Common Stock is no longer outstanding.

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Effective February 3, 2014, following the enactment of the First Amendment, Article Eight of the Company's Articles of Incorporation was amended to (i) increase the authorized common stock from 100,000,000 shares to150,000,000 shares, and (ii) to permit the holders of the Corporation's outstanding Preferred Stock voting together as a class to effect a change in the number of authorized shares of regular Common Stock or Series A Common Stock by amending the Articles of Incorporation without the affirmative vote, either separately or as a class, of the holders of regular Common Stock and Series A Common Stock.

In January 2014, the Company issued 6,100,000 shares of common stock for conversion of notes payable of $114,300 and $2,120 accrued interest.

In February 2014, the Company sold 400,000 shares of common stock valued at $0.025 per share for cash.

In February 2014, the Company issued 5,600,000 shares of common stock valued at $0.025 per share for services rendered.

In February 2014, the Company issued 2,000,000 shares of common stock valued at $0.0024 per share for a partial conversion of a convertible note. The conversion notice was dated September 2013 but the conversion took place subsequent to year end.

Convertible Notes Payable:

On February 11, 2014, the Company entered into an agreement with a third party non-affiliate to a 8% interest bearing convertible debentures for $78,500 due on November 13, 2014, with conversion features commencing after 180 days following the date of this note. The loan is convertible at 58% of average of the lowest three trading prices for the common stock during the ten trading day prior to the conversion date.

Memorandum of Understanding to Acquire Controlling Stake:

On March 4, 2014 the Company entered into a Memorandum of Understanding to acquire a controlling stake in Apple Rush Company and Rushnet, Inc. Pursuant to the MOU, the Company will issue 2.5 million shares of its common stock to acquire 7,252,034,443 of Apple Rush shares (OTC: APRU). Upon issuance of the 7,252,034,443 shares, the Company will own 60% of Apple Rush's outstanding common stock which will total 12,086,724,072 shares following the transaction. In addition, the Company will issue 2.5 million shares of its common stock, and pay $50,000, to Robert Corr, founder and controlling shareholder (prior to the transaction) of Apple Rush and Rushnet, Inc., to acquire Mr. Corr's super-majority voting preferred stock in Apple Rush. Each Series A Preferred share of Apple Rush is valued at $1.00 dollar and is convertible into Apple Rush common stock at a 20% discount to the average closing bid price for the ten (10) trading days prior to conversion. Following the transaction, the Company intends to operate Apple Rush Company under its Livewire Herbaceuticals division and continue to operate the Apple Rush as a publicly traded company.

Effective immediately, the Company's new corporate address is 24845 Corbit Place, Yorba Linda, CA 92887. On approximately March 5, 2014 the Company completed the move to its new headquarters building which includes a 60,000 square foot manufacturing facility. The Company, along with its manufacturing partner, now has the ability to provide full product development from concept to full scale commercial production for the LiveWire family of brands, as well as established brands and private label companies.

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Item 9 – Changes in and Disagreements With Accountants on Accounting and Financial Disclosures

None

Item 9A – Controls and Procedures

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURE

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Exchange Act that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2013. Based on the evaluation of these disclosure controls and procedures, and in light of the material weaknesses found in our internal controls, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective.

MANAGEMENT REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Under the supervision of our Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2013 using the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. In its assessment of the effectiveness of internal control over financial reporting as of December 31, 2013, we determined that control deficiencies existed that constituted material weaknesses, as described below:

- Lack of documented policies and procedures;
- We have no audit committee;
- There is a risk of management override given that our officers have a high degree of involvement in our day to day operations.
- There is no policy on fraud and no code of ethics at this time, though we plan to implement such policies in fiscal 2014; and
- There is no effective separation of duties, which includes monitoring controls, between the members of management.

Management is currently evaluating what steps can be taken in order to address these material weaknesses.

Accordingly, we concluded that these control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by the Company's internal controls.

As a result of the material weaknesses described above, Chief Executive Officer and Chief Financial Officer has concluded that the Company did not maintain effective internal control over financial reporting as of December 31, 2013 based on criteria established in Internal Control—Integrated Framework issued by COSO.

This report does not include an attestation report of the Company’s independent registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by the Company’s independent registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management’s report on internal control in this annual report.

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CHANGES IN INTERNAL CONTROLS

During the fiscal year ended December 31, 2013, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B – Other Information

None.

PART III

Item 10 - Directors and Executive Officers of the Registrant

Executive Officers and Directors

Below are the names and certain information regarding our executive officers and directors.

Name	Age	Position
Bill J. Hodson	47	Board Member, Chief Executive Officer, Treasurer
Brad J. Nichols	49	Board Member, President, Chief Operating Officer

Set forth below is a biographical description of our executive officers and directors based on information supplied by each of them.

Bill J. Hodson, age 47, Director, Chief Executive Officer, Treasurer.

Bill J. Hodson is the Chief Executive Officer and Treasurer of the Company and a member of its Board of Directors. Mr. Hodson works full-time for LiveWire and is responsible for the strategic direction of the firm's branding, sales and marketing strategies. Previously, he was Executive Vice President of LiveWire Sports Group from September 2003 until May 2008. Hodson was responsible for overseeing all of LWSG’s operations, which included the launch of several sports publications and one of the country’s largest sports consumer expos. The initial project was 90:00 Soccer Magazine. A 100+ page glossy publication sold to subscribers and available at newsstands nationwide. Mr. Hodson developed the concept for the soccer publication, secured writers, editors, advertising sales representatives, photographers and graphic designers. He also negotiated printing and distribution costs. Hodson ran the print publication for several years before deciding to make it available digitally through the internet.

During the early years of the soccer publication, Hodson concepted, created and executed Soccer Nation Expo, a consumer expo for fans of the sport of soccer. The initial expo was held in conjunction with the United States Futsal Federation National Championships at the Anaheim Convention Center in Anaheim California. Mr. Hodson developed a business plan for the event, secured exhibitors, created and executed a marketing plan to attract attendees through the Futsal Championships. The first Soccer Nation Expo was held in February 2003 and still continues today under new ownership from the Southern California Soccer Association – South.

Prior to LiveWire, he served as Sales Director for Winn Golf Grips and was responsible for building the company's national sales force. Mr. Hodson joined the company to expand their technology from the tennis market (where Winn was widely known) to the golf. When Hodson joined the company Winn Grips did not have any golf sales representatives or distributors and only a few thousand dollars in sales. Hodson developed a marketing strategy focusing strictly on the golf industry this included. The marketing program focused on local area marketing, aggressive one-on-one interface with golf instructors, and consumers to build awareness, and create acceptance of the grips. Tactics included. on-site demonstrations, presentations of features and benefits as well as offering a free grip installation to interested consumers. Hodson created a sales force of independent representatives that blanketed the U.S. and produced collateral support such as company brochures and instruction manuals. Winn Grips is now considered one of the top grips in golf. After leaving the company he continued as an independent consultant with early stage companies in the golf industry to help launch new products.

Most notably, Mr. Hodson has been credited with the launch a popular kids' game called "pogs" on mainland USA. The game originated in Hawaii, and Hodson seized the opportunity to capitalize on an untapped market in Southern California. Mr. Hodson learned of the "pog" craze while working as a stockbroker in Newport Beach, California. His first initiative was to capitalize on the significant interest emanating from Hawaii and bring that interest to the Mainland. With his entrepreneurial background, he researched the market, target audience explored manufacturing options and began producing "pogs". Mr. Hodson focused on limited distribution and began promoting the game at baseball card shops. The game was similar to marbles, but had the trade-ability of baseball cards. Hodson promoted tournaments and the game quickly swept the schoolyards and neighborhoods around the country. A small operation that began in his living room, Hodson expanded nationally attending trade shows, including New York City's Toy Fair, and was featured in many news publications and television appearances that saw him travel to the Dominican Republic for a special guest appearance on a popular Saturday morning children's show. (The game of "pogs" possibly originated in Hawaii (Maui, Hawaii) in the 1920s or 1930s).

Mr. Hodson began his professional career in the securities industry in 1987 as a licensed stockbroker. After a short tenure at a “penny-stock” firm, Hodson joined a boutique-size firm in Newport Beach, California, and found his niche specializing in early stage nutracuetical and biotechnology companies. Hodson became known as “Bio-Bill”, and researched companies he felt had potential based on their development pipeline. Many companies were pre-human clinical trial stage. He also produced a daily newsletter reporting on developments within the biotechnology index. Hodson created and hosted the Newport Beach Biotechnology Conference, where he invited several companies to present to a group of his firms’ clients and invited guests.

Brad J. Nichols, age 49, Director, President, Chief Operating Officer.

Brad J. Nichols is President and Chief Operating Officer of the Company and a member of the Board of Directors. Mr. Nichols works full-time for LiveWire and is responsible for the day-to-day management of the business operations.

He co-founded the wholly owned subsidiary, LiveWire MC2, LLC, in 2008 with Mr. Bill Hodson. Mr. Nichols funded the initial growth and development of LiveWire MC2, LLC. Mr. Nichols brings a solid business background as well as creative vision in product development and strong background in supplier management. Mr. Nichols is a highly effective cross-functional leader, and has helped the company achieve superior levels of financial and operational performance. Since his college years Mr. Nichols has been driven by entrepreneurial and innovative pursuits, the first being a software development company, New West Software, focused on custom solutions and vertical market applications. The company was formed during his sophomore year at U.C. Davis and successfully developed several software products including a medical imaging solution that allowed radiologists to view brain scans in a stereoscopic 3-D environment as well as transmit images from one location to another for remote viewing.

Other noteworthy accomplishments include development of a custom mortgage processing system to aid brokers in quickly qualifying clients for loan packages, plus a personal information management (PIM) package that was distributed in many major retail locations throughout the country. Mr. Nichols’ logical and systematic approach to problem solving served him well as lead programmer on the PIM project and was an asset during negotiations with the software publisher and the strategic planning for retail channels. He was with the company from 1984 to 1991.

Mr. Nichols then turned his attention to a new endeavor focused on providing specialized graphics support to the aerospace industry. Mr. Nichols became Executive Vice President of Industrial Publications and Graphics, Inc. He managed the daily operations of the business and provided client support for this technical services company. After doubling revenues within the first two years and growing the client base, he was eager to get back into an ownership position. During the following several years, Mr. Nichols attempted to negotiate a buyout of the company from it’s aging owners. After a best-and-final offer was declined, Mr. Nichols left the company to pursue his goals.

In 2000 Mr. Nichols founded and grew LiveWire Corporate Communications, Inc (dba LiveWire Creative Services) into a multi-million dollar vertical market graphics and proposal support company that continues to work on high-profile defense projects for large aerospace and strategic consulting firms throughout the country. Mr. Nichols successfully negotiated million dollar contracts, managed large production crews and developed innovative and strategic direction for the company.

Notable projects include the UCAS proposal project that resulted in a multi-billion dollar win for the Northrop Grumman Corporation, and daily support of the C-17 program for The Boeing Company resulting in the prestigious Malcolm Baldrige Award for performance excellence given by the President of the United States.

In, 2009 Mr. Nichols turned over operational control of LiveWire Corporate Communications to Ms. Dianne Nichols to dedicate himself to his duties as COO for LiveWire Ergogenics. During his tenure at LiveWire Corporate

Communications, Mr. Nichols also started and funded a publications company that focused on the sports industry and leveraged the resources and talents of LiveWire Corp Comm. Projects included developing a highly stylized sports publication, corresponding website, and tradeshow. At one point, a large European publisher made an offer to purchase the publication. And although an agreeable arrangement was not reached, the offer validated the efforts of management and the team members.

Although Mr. Nichols is very driven by entrepreneurial forces, he has demonstrated that he is dedicated to committing to his companies and working towards their success. It is important to note that he has stayed with all of his companies beyond the seven-year mark.

Mr. Nichols earned his Bachelor of Arts degree in Economics from the University of California at Davis.

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Significant Employees

We have no significant employees other than the executive officers described above.

Family Relationships

There are no familial relationships among any of our officers and directors.

Involvement in Certain Legal Proceedings

No director, person nominated to become a director, executive officer, promoter, or control person of our company has, during the last ten years: (i) been convicted in or is currently subject to a pending a criminal proceeding (excluding traffic violations and other minor offenses); (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to any federal or state securities or banking or commodities laws including, without limitation, in any way limiting involvement in any business activity, or finding any violation with respect to such law, nor (iii) had any bankruptcy petition been filed by or against any business of which such person was an executive officer or a general partner, whether at the time of the bankruptcy or for the two years prior thereto.

Section 16(a) Beneficial Ownership Reporting Compliance

The Company is not aware of any reporting person that failed to file on a timely basis, reports required by Section 16(a) of the Exchange Act during the most recent fiscal year.

During 2011, the Company was a “voluntary filer” for purposes of the periodic and current reporting requirements of the Securities and Exchange Commission (the “Commission”). The Company was a voluntary filer because it did not have a class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or listed on an exchange or in any automated inter-dealer quotation system of any national securities association, and it was no longer required to file reports under Section 15(d) of the Exchange Act. The Company was required to file annual, quarterly, and current reports pursuant to Section 15(d) of the Exchange Act through the year ended December 31, 2008, but that obligation ended after the Company filed its Form 10-K for the year ended December 31, 2008. On January 27, 2012, the Company filed a Form 8-A12G to voluntarily register its common stock pursuant to Section 12(g) of the Act.

Board Composition

Our Bylaws provide that the Board of Directors shall consist of one or more members, but not more than nine, with the exact number to be fixed by our shareholders or our Board of Directors. Each director serves for a term that expires at the next regular meeting of the shareholders or until his successor is elected and qualified. We currently have two directors, Bill J. Hodson and Brad J. Nichols. The directors were chosen to serve on the board of directors following the closing of the Purchase Agreement dated June 30, 2011 based upon the specific experiences and qualification discussed in their respective professional biographies set forth above.

Committees of the Board of Directors

We do not presently have a separately constituted audit committee, compensation committee, nominating committee, executive committee or any other committees of our Board of Directors. We do not have an audit committee "financial expert." Our entire Board of Directors acts as our audit committee and handles matters related to compensation and nominations of directors.

Potential Conflicts of Interest

Since we do not have an audit or compensation committee comprised of independent directors, the functions that would have been performed by such committees are performed by our directors. Thus, there is a potential conflict of interest in that our directors and officers have the authority to determine issues concerning management compensation and audit issues that may affect management decisions. We are not aware of any other conflicts of interest with any of our executives or directors.

Director Independence

We are not subject to listing requirements of any national securities exchange or national securities association and, as a result, we are not at this time required to have our board comprised of a majority of "independent directors." Our determination of independence of directors is made using the definition of "independent director" contained in Rule 4200(a)(15) of the Marketplace Rules of the NASDAQ Stock Market ("NASDAQ") , even though such definitions do not currently apply to us because we are not listed on NASDAQ. We have determined that none of our directors currently meet the definition of "independent" as within the meaning of such rules.

Stockholder Communications with the Board

We have not implemented a formal policy or procedure by which our stockholders can communicate directly with our Board of Directors. Nevertheless, every effort has been made to ensure that the views of stockholders are heard by the Board of Directors or individual directors, as applicable, and that appropriate responses are provided to stockholders in a timely manner. We believe that we are responsive to stockholder communications, and therefore have not considered it necessary to adopt a formal process for stockholder communications with our Board. During the upcoming year, our Board will continue to monitor whether it would be appropriate to adopt such a process.

Code of Ethics

We have adopted a Code of Ethics within the meaning of Item 406(b) of Regulation S-K of the Securities Exchange Act of 1934. The Code of Ethics applies to directors and senior officers, such as the principal executive officer, principal financial officer, controller, and persons performing similar functions.

Item 11 - Executive Compensation

Mr. Hodson, Director, Chief Executive Officer, and Treasurer, has a written five year Employment Agreement with the Company. Mr. Hodson receives base salary of $260,000 per year. The Employment Agreement contains provisions for an increase to $400,000 per year depending upon certain operating milestones for the Company. This employment agreement was modified in 2013 to pay Mr. Hodson a salary of $1.00 per year.

Mr. Nichols, Director, Chief Operating Officer, and President, has a written five year Employment Agreement with the Company. Mr. Nichols receives base salary of $260,000 per year. The Employment Agreement contains provisions for an increase to $400,000 per year depending upon certain operating milestones for the Company. The employment agreement was modified in 2013 to pay Mr. Nichols a salary of $1.00 per year

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Summary Compensation Table

Name and principal position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-equity incentive plan compensation ($)	Non-qualified deferred compensation earnings ($)	All other compensation ($)	Total ($)
Bill Hodson	2012	190,000							190,000
	2013	1							1
Brad Nichols	2012	190,000							190,000
	2013	1							1

The Outstanding Equity Awards at Fiscal Year-End table has been omitted because there were no outstanding equity awards at fiscal year-end.

The Director Compensation table is omitted because each director is a named executive officer and the compensation for service as a director is reflected in the Summary Compensation Table.

Item 12 - Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth the ownership, as of April 8, 2014, of our voting securities by each person known by us to be the beneficial owner of more than 5% of our outstanding voting securities, each of our directors and executive officers; and all of our directors and executive officers as a group. The information presented below regarding beneficial ownership of our voting securities has been presented in accordance with the rules of the SEC and is not necessarily indicative of ownership for any other purpose. This table is based upon information derived from our stock records. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, we believe that each of the shareholders named in this table has sole or shared voting and investment power with respect to the shares indicated as beneficially owned. Except as set forth below, applicable percentages are based upon 131,120,297 shares of Common Stock outstanding as of April 8, 2014.

Name of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership	Percentage
Bill Hodson, Board Member, Chief Executive Officer, Treasurer	Common Stock (1)	14,571,488	11%
Brad J. Nichols, Board Member, President, Chief Operating Officer	Common Stock (2)	15,749,580	12%
All officers and Directors as a Group	Common Stock	30,321,068	23%

(1) includes 628,344 (523,620 Class A warrants pre stock split of 1 additional share for every five shares held) Class A Common Stock Purchase Warrants that grants the holder the right to purchase 1 additional share of common stock at $1.00 per share any time before January 31, 2016.

(2) includes 628,344 (523,620 Class A warrants pre stock split of 1 additional share for every five shares held) Class A Common Stock Purchase Warrants that grants the holder the right to purchase 1 additional share of common stock at $1.00 per share any time before January 31, 2016 and 939,364 (782,803 shares pre stock split of 1 additional share for every five shares held)shares of common stock and 939,364 (782,803 Class A warrants pre stock split of 1 additional share for every five shares held) Class A Common Stock Purchase Warrants owned by Mr. Nichols's wife Diane Nichols through LiveWire Corporate Communications, Inc.

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Item 13 - Certain Relationships and Related Transactions, and Director Independence

Except as indicated below, there were no material transactions, or series of similar transactions, since inception of the Company and during its current fiscal period, or any currently proposed transactions, or series of similar transactions, to which the Company was or is to be a party, in which the amount involved exceeds the lesser of $120,000 or one percent of the average of the Company's total assets at year end for the last two completed fiscal years, and in which any related person had or will have a direct or indirect material interest.

During the year ended December 31, 2013, the Company incurred $6,000 in legal fees payable to a related party Weed & Co, LLP. This company is controlled by Richard Weed, an officer of the Company.

The Company incurred $1,500 during the year ended December 31, 2013, payable to Richard Weed for his services to SF Blu as an officer.

Included in accounts payable – related parties as of December 31, 2013 and 2012, $0 and $90,045, respectively related to legal fees payable to a related party Richard Weed and Weed & Co. In October
2013 the Company converted $7,500 payable for legal fees in 7,500 shares of Series B Convertible preferred shares valued at $1 per share.

$90,045 in accounts payable - related parties due to Richard Weed and Weed & Co. was converted in to a convertible note payable during the quarter ended March 31, 2013. The Company repaid $20,000 and a balance of $70,045 remains at December 31, 2013.

Included in accounts payable – related parties as of December 31, 2013 and 2012 is $236,341, payable to an entity owned by the controlling shareholders of the Company. The related entity provides marketing and product development costs and general and administrative expenses to the Company.

Included in accounts payable – related parties as of December 31, 2013 and 2012, the Company had accrued approximately $0 and $217,000 of deferred salary under two employment agreements entered into with the Company's CEO and the Company's President in conjunction with the Purchase Agreement.

As of December 31, 2013 and 2012 the Company, CEO and President advanced $43,596 and $42,400 respectively. These advanced loans are unsecured, due upon demand and bear no interest.

Stockholders advance loans to the Company from time to time to provide financing for operations.

	December 31, 2013	December 31, 2012
Advances from stockholders	$ -	$ 47,521

Advances from stockholders carry no interest, have no terms of repayment or maturity, and are payable on demand. In October 2013, the Company converted the balance of Advances from Stockholders of $37,244 to shares of 37,224 shares of Series B Convertible Preferred shares valued at $1 per share.

Item 14 – Principal Accountant Fees and Services

The following table sets forth fees billed to us by our auditors during the fiscal years ended December 31, 2013 and 2012 for: (i) services rendered for the audit of our annual financial statements and the review of our quarterly financial statements, (ii) services by our auditor that are reasonably related to the performance of the audit or review of our financial statements and that are not reported as Audit Fees, (iii) services rendered in connection with tax compliance, tax advice and tax planning, and (iv) all other fees for services rendered.

On January 21, 2013, LiveWire Ergogenics, Inc. (the "Company") was informed by its independent registered public accounting firm, Sherb & Co., LLP, ("Sherb"), that it has combined its practice with RBSM LLP (the "Merger") effective January 1, 2013. As a result, Sherb effectively resigned as the Company's independent registered public accounting firm and RBSM LLP became the Company's independent registered public accounting firm. The engagement of RBSM LLP as the Company's independent registered public accounting firm was approved by the Board of Directors of the Company on January 31, 2013.

		December 31, 2013	December 31, 2012
(i)	Audit Fees	$ 33,000	$ 33,000
(ii)	Audit Related Fees	-	-
(iii)	Tax Fees	-	-
(v)	All Other Fees	-	-
Total fees		$ 33,000	$ 33,000

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AUDIT FEES. Consists of fees billed for professional services rendered for the audit of the Company's consolidated financial statements and review of the interim consolidated financial statements included in quarterly reports and services that are provided by RBSM LLP and Sherb & Co., LLP.

AUDIT-RELATED FEES. Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of consolidated financial statements and are not reported under "Audit Fees." There were no Audit-Related services provided in fiscal 2013 or 2012.

TAX FEES. Consists of fees billed for professional services for tax compliance, tax advice and tax planning.

ALL OTHER FEES. Consists of fees for products and services other than the services reported above.

POLICY ON AUDIT COMMITTEE PRE-APPROVAL OF AUDIT AND PERMISSIBLE NON-AUDIT SERVICES OF INDEPENDENT AUDITORS

The Company currently does not have a designated Audit Committee, and accordingly, the Company's Board of Directors' policy is to pre-approve all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services and other services. Pre- approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent auditors and management are required to periodically report to the Company's Board of Directors regarding the extent of services provided by the independent auditors in accordance with this pre-approval, and the fees for the services performed to date. The Board of Directors may also pre-approve particular services on a case-by-case basis.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

No.	Description
2.1	Purchase Agreement dated June 30 , 2011 incorporated by reference from Form 8-K filed September 2, 2011 (SEC Accession No. 0001013762-11-002422)
3.1(i)	Articles of Incorporation incorporated by reference from Form S-1 filed February 11, 2008 (SEC Accession No. 0001013762-08-000306)
3.1(ii)	Certificate of Amendment on Name Change to SF Blu Vu, Inc. incorporated by reference from Form 8-K filed October 16, 2009 (SEC Accession No. 0001013762-09-001684)
3.1(iii)	Certificate of Amendment on Name Change to LiveWire Ergogenics, Inc. incorporated by reference from Form 8-K filed November 14, 2011 (SEC Accession No. 0001013762-11-003020)
3.2	Bylaws incorporated by reference from Form S-1 filed February 11, 2008 (SEC Accession No. 0001013762-08-000306)
4.1	Certificate of Designation of the Series A Preferred Stock
10.1	Purchase Agreement dated June 30 , 2011 incorporated by reference from Form 8-K filed September 2, 2011 (SEC Accession No. 0001013762-11-002422)
10.2	Fee Agreement with Weed & Co. LLP dated July 1, 2011 incorporated by reference from Form 8-K/A filed November 28, 2011 (SEC Accession No. 0001013762-11-003194)
10.3	Executive Employment Agreement – Brad Nichols dated July 20, 2011 incorporated by reference from Form 8-K/A filed November 28, 2011 (SEC Accession No. 0001013762-11-003194)
10.4	

	Executive Employment Agreement – Bill Hodson dated July 20, 2011 incorporated by reference from Form 8-K/A filed November 28, 2011 (SEC Accession No. 0001013762-11-003194)
10.5	Contingent Option Agreement dated July 21, 2011 incorporated by reference from Form 8-K/A filed November 28, 2011 (SEC Accession No. 0001013762-11-003194)
21.1	Subsidiaries of the Registrant filed herewith.
31.1	Rule 13a-14(a)/15(d)-14(a) Certificate of Chief Executive Officer filed herewith.
31.2	Rule 13a-14(a)/15(d)-14(a) Certificate of Chief Accounting Officer filed herewith.
32.1	Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350 filed herewith.
32.2	Chief Accounting Officer Certification Pursuant to 18 U.S.C. Section 1350 filed herewith.
101.INS	XBRL Instance Document *
101.SCH	XBRL Taxonomy Extension Schema Document *
101.CAL	XBRL Taxonomy Calculation Linkbase Document *
101.LAB	XBRL Taxonomy Labels Linkbase Document *
101.PRE	XBRL Taxonomy Presentation Linkbase Document *
101.DEF	XBRL Definition Linkbase Document *

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

LIVEWIRE ERGOGENICS INC.

Dated: April 14, 2014	By:	/s/Bill J. Hodson Bill J. Hodson Chief Executive Officer Chief Accounting Officer